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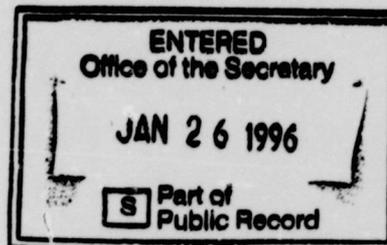


Snavely, King & Associates, Inc.
1220 L Street, NW Suite 410
Washington, DC 20005
(202) 842-4886 - FAX
(202) 371-1111

January 16, 1996

F) - 32760

Ms. Ellen Keys
Surface Transportation Board
12th and Constitution
Room 2215
Washington, DC



VIA Fax to (202) 927-5984

Dear Ms. Keys:

Morton International, Inc. intends to participate in the UP/SP merger. Please place them on the service list to receive submissions and correspondence. Please send such material to:

Mr. Gilbert Van Kell
Manager Rail Transportation
Morton International, Inc.
100 North Riverside Plaza
Chicago, IL 60606-1597

Thank you.

Sincerely,

Joseph J. Plaistow
Joseph J. Plaistow

cc: William Mullins, Esq.
Troutman Sanders
601 Pennsylvania Avenue, N.W.
Suite 640 North Building
Washington, D.C. 20004
VIA Fax to (202) 274-2994

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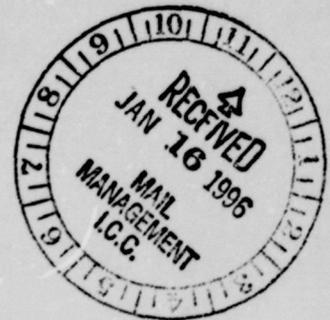
South Orient Railroad Company, Ltd.

January 12, 1996

Vernon A. Williams, Secretary
Surface Transportation Board
Room 2215
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Office of the Secretary

JAN 1 / 1996



Re: Union Pacific Corp., et al -- Control and Merger --
Southern Pacific Rail Corp., et al - Finance Docket
No. 32760

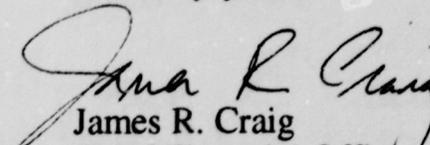
Dear Secretary Williams:

Enclosed for filing is an original and 20 copies of the notification of Cen-Tex Rail Link, Ltd./South Orient Railroad Company, Ltd. ("Cen-Tex/South Orient") of its intent to participate in this proceeding as an active party, plus a 3.5-inch floppy diskette formatted to 5.1 WordPerfect of the same. Please place Cen-Tex/South Orient and its representatives indicated below on the list of all parties of record in this case. Cen-Tex/South Orient selects "Cen-Tex/South Orient" for identifying all documents and pleadings it submits.

James R. Craig
Cen-Tex Rail Link, Ltd./
South Orient Railroad Company, Ltd.
4809 Cole Avenue, LB-126
Dallas, Texas 75205

If you have any questions regarding this matter, please contact the undersigned.

Sincerely yours,


James R. Craig
Chief Financial Officer

cc: Administrative Law Judge Nelson
All Parties of Record

Item No. _____

Page Count 1

4809 Cole Avenue, Suite 350, Dallas, Texas 75205
telephone (214) 528-2888 fax (214) 528-4

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

January 16, 1996

202 347-7170

* ADMITTED IN ILLINOIS ONLY

By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

Dear Sirs:

Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of City Utilities of Springfield, Missouri.

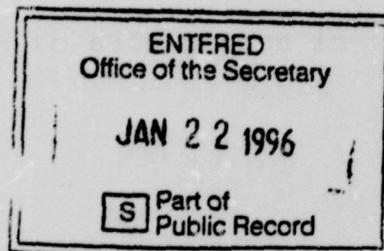
Sincerely yours,

John H. LeSeur

JHL:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (by hand delivery)
Paul A. Cunningham, Esq. (by hand delivery)
Service List (via mail)

Item No. _____
Page Count 4
#198



BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
BY
CITY UTILITIES OF SPRINGFIELD, MISSOURI

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, City Utilities of Springfield, Missouri ("CUS"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), CUS selects the acronym "CUS" for identifying all documents and pleadings it submits in this proceeding.

CUS Electric requests that the following person be placed on the service list in this proceeding and that copies of all pleadings and decisions be furnished to such person in addition to its undersigned counsel:

Richard L. Hester
Senior Manager
Engineering & Power Production
City Utilities of Springfield
P.O. Box 551
Springfield, MO 65801

Respectfully submitted,

CITY UTILITIES OF SPRINGFIELD,
MISSOURI

By: John H. LeSeur *John LeSeur*
Christopher A. Mills
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

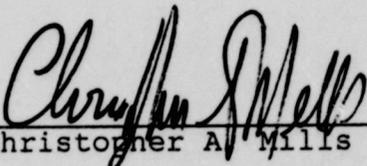
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Christopher A. Mills

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

202 347-7170

ADMITTED IN ILLINOIS ONLY

January 16, 1996



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, et al. -- Control and Merger -- Southern Pacific Rail Corporation, et al.

Dear Mr. Secretary:

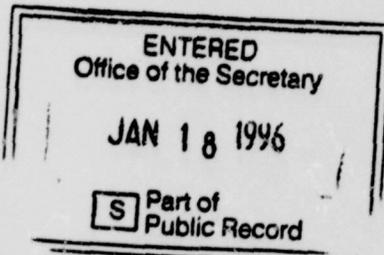
Enclosed for filing in the captioned proceeding please find an original and twenty (20) copies of the Notice of Intent to Participate of Arizona Electric Power Cooperative, Inc. ("AEP-C-1").

An extra copy of this filing is enclosed. Kindly indicate receipt and filing by time-stamping the copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus
An Attorney for Arizona Electric Power Cooperative, Inc.



Enclosures

Item No. _____
Page Count 4
Jan # 212

Item No. 2

Page Count 2

ENTERED
Office of the Secretary
JAN 18 1996
Part of Public Record

AEPC-1

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE BY
ARIZONA ELECTRIC POWER COOPERATIVE, INC.

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, Arizona Electric Power Cooperative, Inc. ("AEPCO"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party, as its interests may appear. In accordance with 49 C.F.R. § 1180.4(a)(2), AEPCO has selected the acronym "AEPC" for identifying all documents and pleadings it submits in this proceeding.

AEPCO is a rural generation and transmission electric power cooperative located in Benson, Arizona, and is a major consumer of western coal transportation service. Applicant, the Southern Pacific Transportation Company ("SP"), currently provides destination rail transportation service under contract

to AEPCO's Apache Generating Station, which is located near Cochise, Arizona. SP is the only rail carrier that serves the Apache Station.

Respectfully submitted,

ARIZONA ELECTRIC POWER
COOPERATIVE, INC.

By: C. Michael Loftus *C. Michael Loftus*
Andrew B. Kolesar III
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

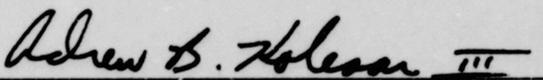
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036


Andrew B. Kolesar III

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MAGMA

M A G M A M E T A L S C O M P A N Y

A Subsidiary of Magma Copper Company

January 15, 1996

Office of the Secretary
Surface Transportation Board
Interstate Commerce Commission
Case Control Branch
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Attn.: Finance Docket No. 32760

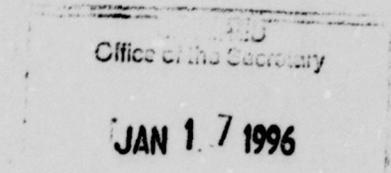
RE: Finance Docket No. 32760, *Union Pacific Corp., et al. - Control & Merger - Southern Pacific Rail Corp., et al.*

Dear Secretary:

Magma Copper Company and its wholly owned subsidiaries The Magma Arizona Railroad Company and the San Manuel Arizona Railroad Company hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. Should you have any questions, please contact the undersigned.

Respectfully submitted,

Frank E. Hanson, Jr.
Corporate Director,
Transportation and Logistics



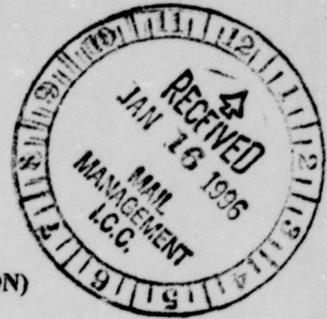
Item No. _____

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January 15, 1996

**BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION
(FORMERLY INTERSTATE COMMERCE COMMISSION)**



Finance Docket No. 32760

**UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
---Control and Merger---
SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY**

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. §1180.4(a)(4), Magma Copper Company and its wholly owned subsidiaries The Magma Arizona Railroad Company and The San Manuel Arizona Railroad Company hereby submits its Notice of Intent to Participate. We respectfully request that our representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, we request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

Frank E. Hanson, Jr.
Corporate Director
Transportation and Logistics
Magma Metals Company
7400 North Oracle Road
Tucson, AZ 85704

Fritz R. Kahn, P.C.
Suite 750 West
1100 New York Avenue, N.W.
Washington, D.C. 20005-0900

Office of the Secretary

JAN 17 1996

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Minnesota Department of Transportation

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Office of Railroads and Waterways

Mail Stop 470, 925 Kelly Annex
395 John Ireland Blvd.
St. Paul, MN 55155

Phone: 612/ 296-0355

Fax: 612/ 297-1887

January 11, 1996

Mr. Vernon A. Williams, Secretary
Case Control Branch
Attn. Finance Docket No. 32760
Surface Transportation Board
1201 Constitution Avenue NW
Washington, DC 20423



Dear Secretary Williams:

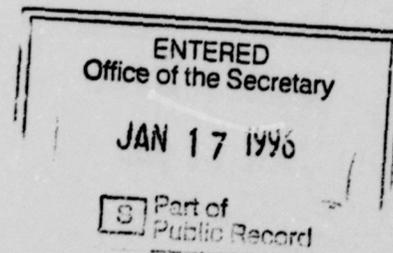
My name is Allan J. Vogel, Acting Director, Office of Railroads and Waterways for the Minnesota Department of Transportation (Mn/DOT). Mn/DOT is the state agency responsible for rail planning and programs in Minnesota. Part of Mn/DOT's responsibility is to comment on mergers, consolidations, acquisitions or other significant transactions involving railroads that do or may affect Minnesota. The transaction proposed in the above docket is a matter falling within the jurisdiction of Mn/DOT. Therefore, on this date, January 16, 1996, Mn/DOT is filing a notice of intent to independently participate in this case and be made a party of record.

Enclosed is the original and 20 copies of the Mn/DOT's intent to participate in finance Docket No. 32760.

Sincerely,

Allan J. Vogel
Acting Director
Office of Railroads & Waterways

cc: Jerome Nelson FERC.
Arvid E. Roach, II, Esq.
Paul A. Cunningham, Esq.



Item No. _____

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COALITION FOR COMPETITIVE RAIL TRANSPORTATION

MOBILIZATION OFFICE
1029 North Royal Street
Suite 400
Alexandria, Va. 22314

Office: (800) 814-3531
Writer's Telephone: 703-299-1255
202-466-6356

Telecopier (800) 641-2255

January 16, 1996

Via Hand Delivery

Honorable Vernon A. Williams
Secretary
The Surface Transportation Board
1201 Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, *Union Pacific Corp, et al. - Control & Merger - Southern Pacific Rail Corp., et al.*

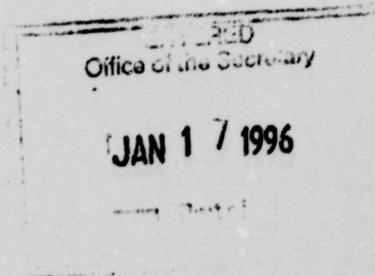
Dear Secretary Williams:

Please find enclosed for filing with the Surface Transportation Board an original and twenty (20) copies of the Notice of Intent to Participate submitted on behalf of The Coalition for Competitive Rail Transportation for filing in this proceeding. In accordance with 49 C.F.R. Sec. 1180.4(a)(2), the acronym "CCRT" is selected and, accordingly, the enclosed document is identified as CCRT-1. Also enclosed is a 3.5 inch diskette containing the text of the enclosed pleading in WordPerfect 5.1 format. Lastly, pursuant to Decision No. 6 in this proceeding, copies of the enclosed document are being served upon Applicants' counsel, Administrative Law Judge Nelson, and all known parties of record.

If you have any questions, please do not hesitate to contact the undersigned.

Respectfully,

John T. Estes
Executive Director
Coalition for Competitive
Rail Transportation



Enclosures

cc: Hon. Jerome Nelson
All parties of record

Item No. _____

Page Count 3

Jan #205

ORIGINAL

CCRT-1



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET No. 32760

**UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY**

- Control and Merger -

**SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP, AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY**

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R. Sec. 1180.4(a)(4), The Coalition for Competitive Rail Transportation (CCRT) hereby submits a Notice of Intent to Participate. It is respectfully requested that CCRT be included in the service list maintained by the Board in this proceeding so that copies of all orders, notices, and other pleadings be received in this proceeding. Further, it is requested on behalf of CCRT that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly on the indicated representative named below:

**John T. Estes
Executive Director
Coalition for Competitive Rail Transportation
1029 North Royal Street
Suite 400
Alexandria, Va. 22314**

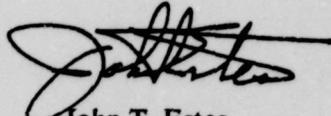
Office of the Secretary

JAN 17 1996

January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, copies of the foregoing NOTICE OF INTENT TO PARTICIPATE were served upon Administrative Law Judge Jerome Nelson, Federal Energy Regulatory Commission, 888 First Street, N.E., Washington, D.C. 20426, Arvid E. Roach II, Esquire, Covington & Burling, 1201 Pennsylvania Avenue, N.W. P.O. Box 7566, Washington, D.C. 20044, Paul A. Cunningham, Esquire, Harkins Cunningham, 1300 19th Street, N.W. Washington, D.C. 20036, and upon other known parties of record by first class mail, postage prepaid, in accordance with the rules of the Surface Transportation Board or as previously promulgated by the Interstate Commerce Commission.



John T. Estes

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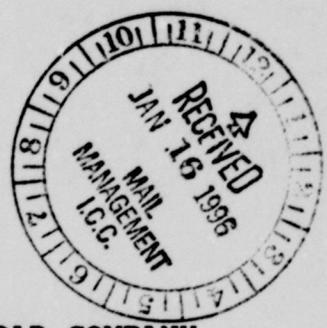
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Original

BEFORE THE
INTERSTATE COMMERCE COMMISSION



Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY
--CONTROL MERGER--SOUTHERN PACIFIC RAIL CORPORATION,
SOUTHERN PACIFIC TRANSPORTATION COMPANY,
ST. LOUIS SOUTHWESTERN RAILWAY COMPANY,
SPCSL CORP., AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

THE GEON COMPANY'S NOTICE OF ITS INTENT TO
PARTICIPATE IN THIS PROCEEDING

Pursuant to Decision No. 6 in the above-captioned proceed-
ing, The Geon Company hereby provides its notice to the Inter-
state Commerce Commission of its intent to participate in this
proceeding. Please forward any notices to The Geon Company's
attorneys at the address listed below.

Respectfully submitted,

Paul M. Donovan
LAROE, WINN, MOERMAN & DONOVAN
1730 Rhode Island Ave. N.W.
Suite 810
Washington, D.C. 20036
Tel: (202) 628-2788
Fax: (202) 628-2087
Attorney for The Geon Company

January 16, 1996

Office of the Secretary

JAN 17 1996

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✓ 202

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Olin Electronic Materials Division
501 Merritt 7, P.O. Box 4500, Norwalk, CT 06856-4500

Item No. 60925
Page Count # 201

John A. Badger
Vice President, Logistics
Phone: (203) 750-3414
Fax: (203) 750-3112
Cellular: (203) 979-2783

January 15, 1996

Mr. Vernon A. Williams
Interstate Commerce Commission
Case Control Branch
Room 1324
1202 Constitution Avenue, NW
Washington, DC 20423



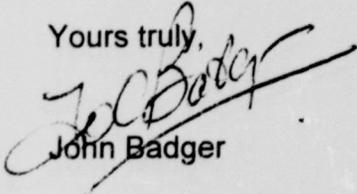
BY FEDERAL EXPRESS OVERNIGHT SERVICE

RE: Finance Docket 32760, Union Pacific Corporation, et al - Control and Merger - Southern Pacific Railway Corporation, et al.

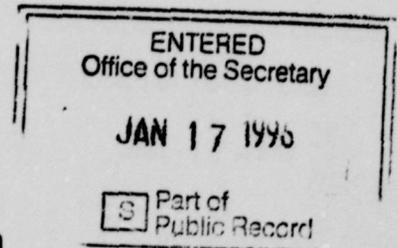
NOTICE OF INTENT TO PARTICIPATE

My name is John Badger and I hold the position of Vice President - Logistics, for Olin Corporation, Norwalk, CT. The proposed merger of the Union Pacific Corporation and the Southern Pacific Railroad is of great interest to Olin Corporation. Please be advised that Olin Corporation intends to file comments and to participate in this proceeding within the statutory schedule established by the Commission.

A copy of this NOTICE OF INTENT TO PARTICIPATE has been forwarded to Mr. Richard Davidson, Union Pacific Railroad, Omaha NB

Yours truly,

John Badger

Copy by U.S. Mail to:
Mr. Richard Davidson
Chairman & CEO
Union Pacific Railroad
1416 Dodge Street - Room 1230
Omaha, NB 68179



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G. W. FAUTH & ASSOCIATES, INC.

Post Office Box 2401
Alexandria, Virginia 22301
(703) 549-6161



* * **HAND DELIVERED** * *

January 16, 1996

Mr. Vernon A. Williams
Office of the Secretary - Room 2215
SURFACE TRANSPORTATION BOARD
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Surface Transportation Board Finance Docket No. 32760, Union Pacific Corporation, et. al. -- Control and Merger -- Southern Pacific Rail Corporation, et. al.,

Dear Mr. Williams:

I am an economic consultant specializing in transportation. I am currently assisting the Western Shippers' Coalition (WSC) and individual clients in evaluating the potential economic impact and other aspects associated with the proposed UP/SP merger. As indicated in a letter to you dated January 11, 1996, WSC intends to fully participate in this proceeding and should be listed as a Party of Record (POR).

I am currently listed as a POR and have signed the Protective Order in this case. However, the Interstate Commerce Commission's (ICC) decision in this proceeding served October 19, 1995 established a deadline of today for "Notification of intent to participate in proceeding." Although I am currently listed as a POR, this letter serves as my formal notice of intent to participate on behalf of WSC and formal request to remain listed as a POR.

Please give me a call if you have any questions.

Very truly yours,

Gerald W. Fauth III

cc: Mr. Alexander H. Jordan
Michael F. McBride, Esq.
Administrative Law Judge Jerome Nelson
Arvid E. Roach, Esq.
Paul A. Cunningham, Esq.

Office of the Secretary

JAN 17 1996

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STATE OF NEVADA
DEPARTMENT OF TRANSPORTATION

1263 S. Stewart Street
Carson City, Nevada 89712

60917

JOE MILLER, Governor

January 11, 1996

TOM STEPHENS, P.E., Director

In Reply Refer to:

Vernon A. Williams, Secretary
Interstate Commerce Commission
1201 Constitution Avenue, Rm. 2215
12th and Constitution Avenue, N.W.
Washington, DC 20423

PSD 7.14

Re: Union Pacific Corp., et al.--Control and Merger--Southern
Pacific Rail Corp., et al. Finance Docket No. 32760

Dear Secretary Williams:

The Nevada Department of Transportation intends to participate in this merger proceeding as an active party since we are responsible via Nevada Revised Statutes for the State Rail Plan and for the acquisition, guarantee, and distribution of federal funds for certain rail projects statewide. We also reserve the right to offer comments when appropriate at a later date and as additional information becomes available.

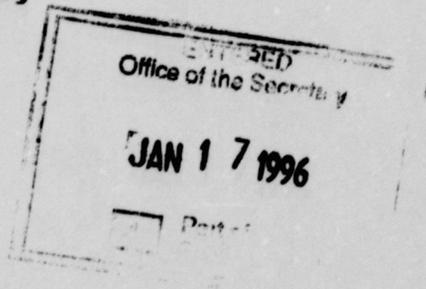
Should you have any questions on this matter, please contact me at (702) 687-3691.

Sincerely,

Thomas J. Fronapfel, P.E.
Assistant Director - Planning

TJF/dm

cc: Nevada Public Service Commission
Arvid E. Roach II, Covington and Burling
Paul A. Cunningham, Harkins Cunningham
Tom Stephens, Director, NDOT
Tim Crowley, Governor Miller's Office



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WESTERN SHIPPERS' COALITION

136 SOUTH MAIN STREET, SUITE 825 • SALT LAKE CITY, UTAH 84101-1672
(801) 364-1974 • FAX: (801) 364-2640

ALEXANDER H. JORDAN
Director

January 11, 1996
Via Facsimile & Federal Express

RECEIVED
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OFFICE OF SECRETARY
IOC

Mr. Vernon A. Williams
Secretary, Room 2215
Surface Transportation Board
Department of Transportation
1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attn.: Case Control Branch

Re: Finance Docket No. 32760, Union Pacific Corp., et al.; Notice of Intent to Participate

Dear Mr. Williams

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 9 at 3), this is a Notice of Intent to participate in the above-referenced proceeding on behalf of Western Shippers' Coalition ("WSC"). WSC intends to participate as a full participant, and should be listed as a party of record. The counsel of record is as follows:

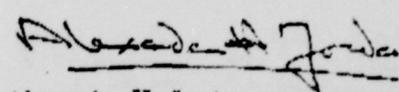
Michael F. McBride, Esq.
Daniel Aronowitz, Esq.
LeBoeuf, Lamb, Greene & MacRae
1875 Connecticut Ave., N.W., Suite 1200
Washington, D.C. 20009-5728
202-986-8050 (Phone) 202-986-8102 (Fax)

Ronald L. Rencher, Esq.
136 South Main Street, Suite 1000
Salt Lake City, Utah 84101-1672
801-355-6900 (Phone) 801-359-8256 (Fax)

ENTERED
Office of the Secretary
JAN 17 1996

WSC is still evaluating the position it intends to take in this proceeding.

Very truly yours,



Alexander H. Jordan

cc: Arvid E. Roach, II, Esq.
Paul A. Cunningham, Esq.

Item No. _____
Page Count 1
#190

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ECDC
ENVIRONMENTAL, L.C.

127 South 500 East, Suite 675
Salt Lake City, Utah 84102
Telephone 801-355-9166
Facsimile 801-355-9167

Item No. 60912

Page Count 1

#188

January 12, 1996

Mr. Veruca A. Williams
Secretary, Room 2215
Surface Transportation Board
Department of Transportation
•1201 Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Case Control Branch

Re: Finance Docket No. 32760. Union Pacific Corp., et al.; Notice of Intent to Participate

Dear Mr. Williams:

In accordance with the Commission's various decisions in this proceeding (see, e.g., Decision No. 9 at 3), this is a Notice of Intent to participate in the above referenced proceeding on behalf of ECDC Environmental, L.C. ("ECDC"). ECDC intends to participate as a full participant, and should be listed as a party of record.

Mr. W. C. Travis, III
Vice President of Transportation
ECDC Environmental, L.C.
127 South 500 East, Suite 657
Salt Lake City, Utah 84102
(801) 355-9166 (Phone) (801) 355-9167 (Fax)

ECDC is still evaluating the position it intends to take in this proceeding.

Sincerely,

W. C. Travis, III
Vice President of Transportation

WCT/jln

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OFFICE OF SECRETARY

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Office of the Secretary
JAN 17 1996

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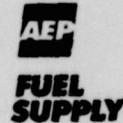
1-16-96

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American Electric Power
Service Corporation
Fuel Supply Department
One Memorial Drive
PO Box 700
Lancaster, OH 43130 0700
614 687 1440

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Office of the Secretary
Surface Transportation Board
Interstate Commerce Commission
Case Control Branch
1201 Constitution Avenue, NW
Washington, DC 20423



January 11, 1996

RE: Finance Docket No. 32760, Union Pacific Corp., et al. -
Control and Merger-Southern Pacific Rail Corp., et al.

Dear Secretary:

American Electric Power Company hereby notifies the Surface Transportation Board of its intention to participate in the Board's consideration of the proposed UP/SP merger by filing an original and twenty (20) copies of its Notice of Intent to Participate. Should you have any questions, please do not hesitate to contact the undersigned.

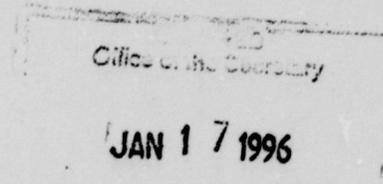
Respectfully submitted,

R. L. Young
Managing Director-Transportation
American Electric Power Company

Enclosures

c: Arvid E. Roach, II
Covington & Burling
1201 Pennsylvania Ave., NW
P.O. Box 7566
Washington, DC 20044

Paul A. Cunningham
Harkins Cunningham
1300 Nineteenth Street, NW
Washington, DC 20036



BEFORE THE
SURFACE TRANSPORTATION BOARD
DEPARTMENT OF TRANSPORTATION
(Formerly Interstate Commerce Commission)



Finance Docket No. 32760

UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY
AND MISSOURI PACIFIC RAILROAD COMPANY

-- Control and Merger --

SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC
TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY
COMPANY, SPCSL CORP. AND THE DENVER AND
RIO GRANDE WESTERN RAILROAD COMPANY

NOTICE OF INTENT TO PARTICIPATE

Pursuant to Decision No. 6 in this proceeding, and in accordance with 49 C.F.R §1180.4(a)(4), American Electric Power Company hereby submits its Notice of Intent to Participate. We respectfully request that our representatives, as listed below, be included in the service list maintained by the Board in this proceeding so that the listed representatives receive copies of all orders, notices, and other pleadings in this proceeding. Further, we request that Applicants and other parties of record serve copies of all pleadings filed in this proceeding directly upon the indicated representatives as listed below:

R. L. Young
Managing Director-Transportation
American Electric Power Company
P.O. Box 700
Lancaster, OH 43130-0700

D. Michael Miller
Chief Counsel-Power Generation Group
American Electric Power Company
1 Riverside Plaza
Columbus, OH 43215

RECEIVED
Office of the Secretary

JAN 17 1996

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

• ADMITTED IN ILLINOIS ONLY

January 16, 1996



BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver & Rio Grande Western Railway Company

Dear Mr. Secretary:

Enclosed for filing in the referenced proceeding please find an original and twenty (20) copies of the Notice of Intent to Participate of Central Power & Light Company (CPL-1).

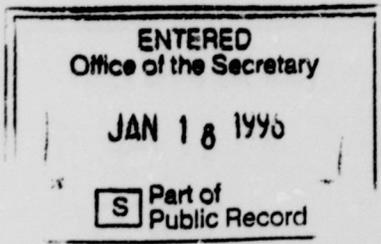
An extra copy of this filing is enclosed. Kindly indicate receipt and filing by time-stamping the copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

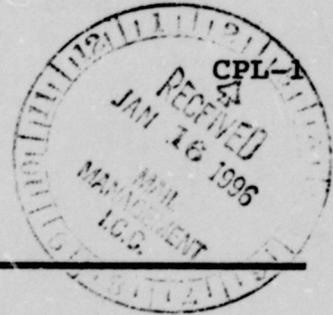
C. Michael Loftus
An Attorney for Central Power
& Light Company



Enclosures

Item No. _____
Page Count 4
JAN 18 1996

BEFORE THE
SURFACE TRANSPORTATION BOARD



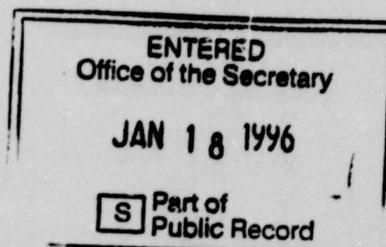
UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
BY THE
CENTRAL POWER & LIGHT COMPANY

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995 in the captioned proceeding, Central Power & Light Company ("CP&L"), by and through its undersigned counsel, hereby gives notice of its intent to participate as an active party in this proceeding as its interests may appear.

CP&L is a coal-burning electric utility with serious concerns about the anti-competitive effect of the proposed merger on CP&L's Coletto Creek generating station, near Victoria, Texas. CP&L's Coletto Creek station is served only by Applicant Southern Pacific Transportation Company.

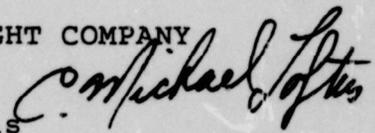


In accordance with 49 C.F.R. § 1180.4(a)(2), CP&L selects the acronym "CPL" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

CENTRAL POWER & LIGHT COMPANY

By: C. Michael Loftus
Christopher A. Mills
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036



Attorneys and Practitioners

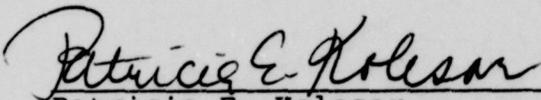
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Patricia E. Kolesar

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U. S. Department of Justice
Antitrust Division

555 4th Street, N.W.
Washington, DC 20001

January 16, 1995



BY HAND

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Room 1324
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Union Pacific Corp., et al. -- Control and
Merger-- Southern Pacific Rail Corp., et al.
Finance Docket No. 32760

Dear Secretary Williams:

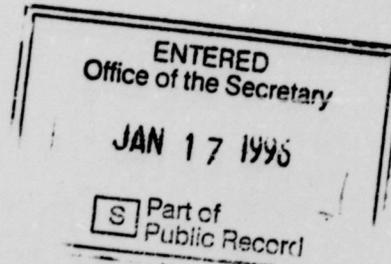
Enclosed for filing are the original and twenty copies of the Notice of Intent to Participate submitted on behalf of the Department of Justice. Also enclosed is a 3.5-inch diskette containing the notice in WordPerfect 5.1 format.

Sincerely yours,

Michael D. Billiel
Attorney
Antitrust Division

Enclosures

cc: Honorable Jerome Nelson
All Parties of Record

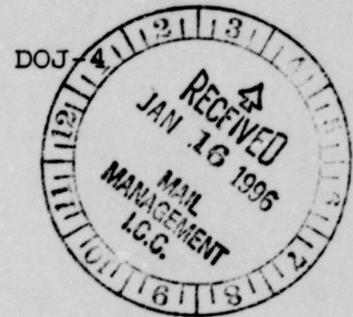


Item No. _____

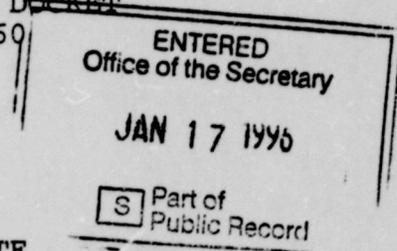
Page Count 3

JAN 4 1995

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.



UNION PACIFIC CORP., UNION PACIFIC)
RAILROAD CO. AND MISSOURI PACIFIC)
RAILROAD CO.-- CONTROL AND MERGER --)
SOUTHERN PACIFIC RAIL CORP., SOUTHERN) FINANCE DOCKET
PACIFIC TRANSPORTATION CO., ST. LOUIS) NO. 32760
SOUTHWESTERN RAILWAY CO., SPCSL (CORP.)
AND THE DENVER AND RIO GRANDE WESTERN)
RAILROAD CO.)



NOTICE OF INTENT TO PARTICIPATE

The Department of Justice hereby gives notice that it intends to participate in this proceeding as an active party. Pursuant to 49 C.F.R. § 1180.4(a)(2), the Department selects the abbreviation "DOJ" for identifying its pleadings.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Michael D. Billiel".

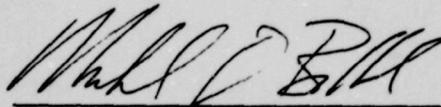
Michael D. Billiel
Joan S. Huggler
Robert L. McGeorge
Angela L. Hughes

Attorneys
Antitrust Division
U.S. Department of Justice
555 Fourth Street, N.W.
Washington, D.C. 20001
(202) 307-6666

January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that I have caused a copy of the foregoing NOTICE OF INTENT TO PARTICIPATE to be served by first class mail, postage prepaid on all known parties of record, this 16th day of January, 1996.

A handwritten signature in cursive script, appearing to read "Michael D. Billiel", written in dark ink.

Michael D. Billiel

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BEFORE THE
SURFACE TRANSPORTATION BOARD



FINANCE DOCKET NO. 32760

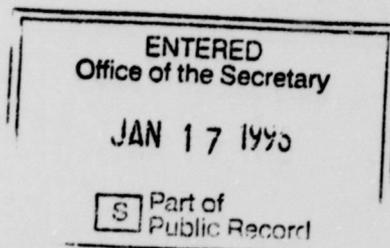
UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY,
AND MISSOURI PACIFIC RAILROAD COMPANY --- CONTROL
AND MERGER --- SOUTHERN PACIFIC RAIL
CORPORATION, ET. AL.

Item No. _____
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Jan # 177

NOTIFICATION OF INTENT TO PARTICIPATE

Andrew P. Goldstein
McCarthy, Sweeney & Harkaway, P.C.
Suite 1105
1750 Pennsylvania Avenue, N.W.
Washington, DC 20006
(202) 393-5710

Paul K. Biba
House Counsel
Formosa Plastics Corporation, U.S.A.
9 Peach Tree Hill Road
Livingston, NJ 07039



Attorneys for
Formosa Plastics Corporation, U.S.A.

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 32760



UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY,
AND MISSOURI PACIFIC RAILROAD COMPANY --- CONTROL
AND MERGER --- SOUTHERN PACIFIC RAIL
CORPORATION, ET. AL.

NOTIFICATION OF INTENT TO PARTICIPATE

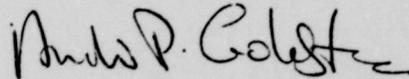
This is notice, filed pursuant to Decision No. 6 of the Interstate Commerce Commission served October 19, 1995, of the intent of Formosa Plastics Corporation, U.S.A. ("FPC"), to participate in the captioned proceeding. FPC will state its position at appropriate times as provided for in the Procedural Schedule.

Please serve copies of all notices, decisions, and pleadings on:

Paul K. Biba, Esq.
House Counsel
Formosa Plastics Corporation, U.S.A.
9 Peach Tree Hill Road
Livingston, NJ 07039

The Applicants hereby are requested to serve a copy of the application and all supplemental pleadings on Mr. Biba.

Respectfully submitted,



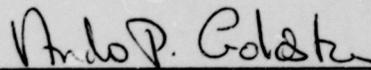
Andrew P. Goldstein
McCarthy, Sweeney & Harkaway, P.C.
Suite 1105
1750 Pennsylvania Avenue, N.W.
Washington, DC 20006
(202) 393-5710

Paul K. Biba
House Counsel
Formosa Plastics Corporation, U.S.A.
9 Peach Tree Hill Road
Livingston, NJ 07039

Attorneys for
Formosa Plastics Corporation, U.S.A.

CERTIFICATE OF SERVICE

I hereby certify that a copy of this Notice has been served by first-class mail, postage prepaid, upon Arvid E. Roach, III, Esq., Paul A. Cunningham, Esq., and Administrative Law Judge Jerome Nelson, this 16th day of January, 1996.



Andrew P. Goldstein

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COLORADO MOUNTAIN COLLEGE



December 22, 1995

Secretary
Interstate Commerce Commission
Washington, DC 20423



ref: ICC Finance Docket No. 32760
Proposed Consolidation, et al

Dear Secretary,

Pursuant to the Interstate Commerce Commission procedural schedule adopted by Decision #6 in the above-referenced docket, please accept this as our official "Notice of Intent to Participate." Please direct all future correspondence and/or telephone or fax with respect to this docket to:

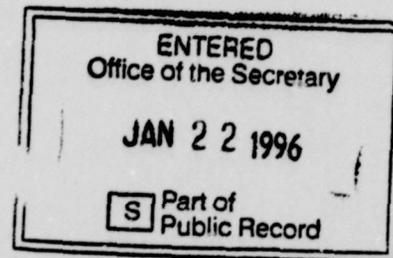
Joe D. Forrester, President
Leadville Coalition
c/o Colorado Mountain College
901 S. Hwy. 24
Leadville, CO 80461
Tel: 719-486-4212
Fax: 719-486-3212

We are aware of the schedule dates applicable for the filing of subsequent comments, protests, requests for conditions and any other opposition, evidence and argument due and/or briefs due. We will operate within the required deadlines. If there are changes to the anticipated schedule, or if there are questions, please advise me at your convenience.

Sincerely,

Joe D. Forrester, President
Leadville Coalition

/cc



CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document upon Applicant's Representatives, Gary A. Laakso, General Attorney, Southern Pacific Building, Room 846, One Market Plaza, San Francisco, CA 94105 and Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, NE 68179 by Prepaid, First-Class mail, Certified Return Receipt Requested through the United States Postal Service.

Dated at Leadville, Colorado, this December 22, 1995.

Joe D. Forrester

LEADING THROUGH LEARNING

Item No. _____
Page Count 1
#176

TIMBERLINE CAMPUS

901 South Highway 24 Leadville, Colorado 80461 719-

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City of Martinez

523 Henrietta Street, Martinez, CA 94553-239

Item No. 60898

Page Count 5

Jan #174

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January 12, 1996

VIA FEDERAL EXPRESS

Vernon A. Willams, Secretary
Case Control Branch; Attn: Finance Docket 32760
Surface Transportation Board
United States Department of Transportation
1201 Constitution Ave., N.W.
Washington, D.C. 20423



Re: Application of Union Pacific Corporation, et al.,
Finance Docket 32760

Dear Mr. Secretary:

Transmitted herewith for filing and the attention of the Commission are original and twenty copies of Notice to Participate in the subject proceedings, filed on behalf of the City of Martinez, a California municipal corporation. A Certificate of Service confirming service by mail upon the appointed Administrative Law Judge and counsel for the Applicants is attached to the original.

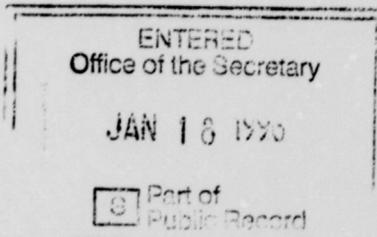
Please confirm your receipt and acceptance of this filing by returning the attached copy of this letter, the Notice of Intent, endorsed with your "Filed" stamp, in the enclosed stamped, self-addressed envelope.

Should there be any question about this filing please call me collect at the number set forth below.

Sincerely yours,

WALTER & PISTOLE

JEFFREY A. WALTER



JAW/ms
Enclosures

Please respond to Waterfall Towers, Suite 201B,
2455 Bennett Valley Road, Santa Rosa, CA 95404
Telephone: (707) 523-0732 Fax: (707) 523-0924

1 Comes now the City of Martinez, a California municipal
2 corporation ("Martinez"), appearing by and through its attorney,
3 Jeffrey A. Walter, and gives notice of its intent to formally
4 participate in the subject proceeding as an interested party whose
5 position of support or opposition has not yet been determined. The
6 Application suggests that significant and adverse environmental and
7 safety impacts arising out of increased rail traffic and blockage of
8 a critical rail/highway and/or city street grade crossings will occur
9 in Martinez if the transaction for which the Applicants seek
10 authority is consummated. Analysis of the Application by Martinez is
11 continuing, and its position will be determined by the results of
12 that analysis. Martinez reserves the right to conduct discovery
13 concerning matters arising from its analysis in accordance with the
14 Rules of Practice and Orders of the Board issued in this proceeding,
15 and to request imposition of conditions upon any authority granted by
16 the Board.

17 Martinez requests that copies of all pleadings, orders,
18 decisions and other papers filed in this proceeding be served upon it
19 at the following address:

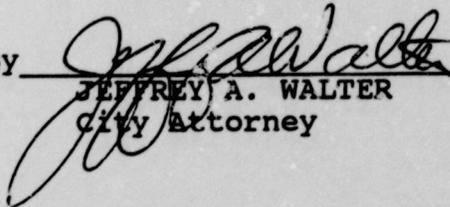
20 JEFFREY A. WALTER
21 WALTER & PISTOLE
22 Waterfall Towers, Suite 201B
2455 Bennett Valley Road
Santa Rosa, CA 95404

23 Dated: January 12, 1996

Respectfully submitted,

24 WALTER & PISTOLE

25
26 By


27 JEFFREY A. WALTER
28 City Attorney

1 PROOF OF SERVICE BY MAIL

2 I am a citizen of the United States and a resident of the County
3 of Sonoma. I am over the age of eighteen years and not a party to
4 the within above-entitled action; my business address is WALTER &
PISTOLE, Waterfall Towers, Suite 201B, 2455 Bennett Valley Road,
Santa Rosa, CA 95404.

5 On the date last below written, I served the attached
6 document(s) entitled:

7 **NOTICE OF INTENT TO PARTICIPATE**

8 on all interested parties in said cause addressed as follows:

9 **SEE ATTACHED SERVICE LIST**

10 X (BY MAIL) I caused such envelope to be deposited in the mail at
Santa Rosa, California. The envelope was mailed with postage thereon
11 fully prepaid.

12 I am readily familiar with the firm's practice of collection and
processing of correspondence for mailing. It is deposited with the
13 U.S. Postal Service on the same day in the ordinary course of
business. I am aware that on motion of party served, service is
14 presumed invalid if postal cancellation date on postage meter is more
than 1 day after date of deposit for mailing in affidavit.

15 _____ (BY HAND) I caused each such envelope to be delivered by hand
to the addressee(s) noted above.

16 _____ (BY FEDERAL EXPRESS OR EXPRESS MAIL) By placing a true copy
17 thereof enclosed in a sealed envelope for delivery via Federal
Express or Express Mail to the addressee(s) noted above.

18 _____ (BY FACSIMILE) I caused a true copy to be transmitted via
19 facsimile to the addressee(s) noted above at the FAX number noted
after party's address.

20 I declare under penalty of perjury under the laws of the State
21 of California that the foregoing is true and correct. This
22 declaration is executed in Santa Rosa, California on January 12,
1996.

23
24 Maureen Stewart
25 MAUREEN STEWART
26
27
28

SERVICE LIST

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Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, DC 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, DC 20036

Administrative Law Judge Jerome Nelson, FERC
825 North Capitol Street, NE
Washington, DC 20426

STB

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40897



U.S. Department of Transportation
Office of the Secretary of Transportation

ORIGINAL

GENERAL COUNSEL

400 Seventh St., S.W.
Washington, D.C. 20590

DOT-1

January 11, 1996

Hon. Vernon A. Williams, Secretary
Room 2223
Surface Transportation Board
1201 Constitution Ave., N.W.
Washington, D.C. 20423

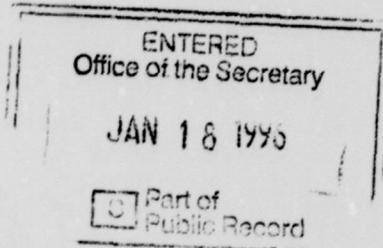


Re: Union Pacific Corporation, et al. -- Control and Merger --
Southern Pacific Rail Corporation, et al.,
Finance Docket No. 32760

Dear Mr. Williams:

Pursuant to Decision No. 9 in the above-referenced proceeding, the United States Department of Transportation hereby gives notice of its intent to participate in this matter. The Department selects the acronym "DOT" for identifying all pleadings and other documents it may submit.

Please include the persons listed below on the service list to be issued in the near future. Thank you for your assistance.



Respectfully submitted,

Paul Samuel Smith
Senior Trial Attorney

Paul Samuel Smith
U.S. Department of Transportation
400 Seventh Street, S.W.
Room 4102 C-30
Washington, D.C. 20590

Joseph Porzponio
Federal Railroad Administration
400 Seventh St., S.W.
Room 8201 RCC-20
Washington, D.C. 20590

cc: Counsel for Applicants
The Honorable Jerome Nelson

Item No. _____
Page Count 1
Jan 4 1996

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH



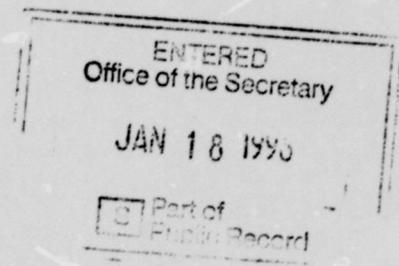
202 347-7170

January 16, 1996

* ADMITTED IN ILLINOIS ONLY

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver & Rio Grande Western Railway Company

Dear Mr. Secretary:

Enclosed for filing in the referenced proceeding please find an original and twenty (20) copies of the Notice of Intent to Participate of Wisconsin Power & Light Company (WPL-1).

An extra copy of this filing is enclosed. Kindly indicate receipt and filing by time-stamping the copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,

C. Michael Loftus

C. Michael Loftus
An Attorney for Wisconsin Power & Light Company

Item No. _____
Page Count 4
JAN # 172

Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

ENTERED
Office of the Secretary

JAN 18 1996

Part of
Public Record

NOTICE OF INTENT TO PARTICIPATE
BY THE
WISCONSIN POWER & LIGHT COMPANY

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, Wisconsin Power & Light Company ("WPL"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party as its interests may appear. In accordance with 49 C.F.R. § 1180.4(a)(2), WPL selects the acronym "WPL" for identifying all documents and pleadings it submits in this proceeding.

WPL requests that the following person be placed on the service list in this proceeding in addition to its undersigned

counsel and that copies of all pleadings and decisions be
furnished to such person:

Mr. William R. Knight
Director-Fuel Services Department
Wisconsin Power & Light Company
P.O. Box 192
222 West Washington Avenue
Madison, Wisconsin 53701-0192

Respectfully submitted,

WISCONSIN POWER & LIGHT
COMPANY

By: C. Michael Loftus 
Christopher A. Mills
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

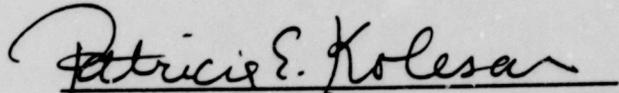
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand upon the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036


Patricia E. Kelesar

STB

FD

32760

1-16-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

January 16, 1996



02 347-7170

* ADMITTED IN ILLINOIS ONLY

By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

Dear Sirs:

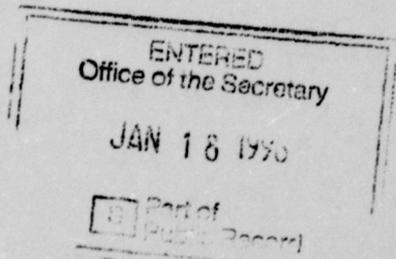
Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of the Western Coal Traffic League.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)

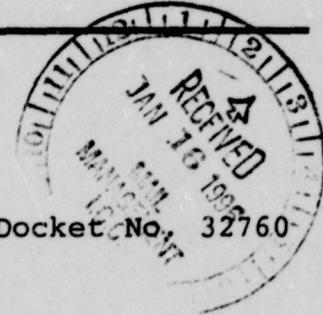


Item No. _____
Page count 4
Jan # 171

BEFORE THE
SURFACE TRANSPORTATION BOARD

UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760



NOTICE OF INTENT TO PARTICIPATE
BY THE
WESTERN COAL TRAFFIC LEAGUE

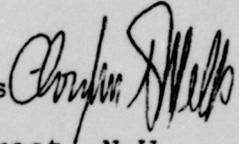
Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, the Western Coal Traffic League ("WCTL"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), WCTL selects the acronym "WCTL" for identifying all documents and pleadings it submits in this proceeding.

ENTERED
Office of the Secretary
JAN 18 1996

Part of
Public Record

Respectfully submitted,

WESTERN COAL TRAFFIC LEAGUE

By: C. Michael Loftus
John H. LeSeur
Christopher A. Mills 
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

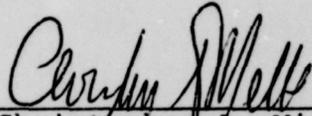
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Christopher A. Mills

STB

FD

32760

1-16-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

January 16, 1996

202 347-7170

* ADMITTED IN ILLINOIS ONLY

By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

Dear Sirs:

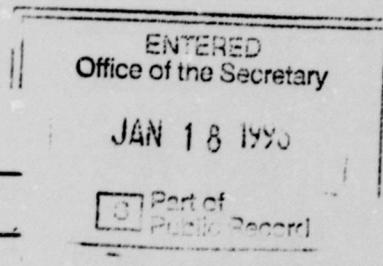
Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Colorado Springs Utilities.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)



Item No. _____

Page Count 4

Jan 21/90

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
BY
COLORADO SPRINGS UTILITIES

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Colorado Springs Utilities, by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), Colorado Springs Utilities selects the acronym "CSU" for identifying all documents and pleadings it submits in this proceeding.

ENTERED
Office of the Secretary
JAN 18 1996
Part of
Public Record

Respectfully submitted,
COLORADO SPRINGS UTILITIES

By: John H. LeSeur
Christopher A. Mills *Christopher Mills*
Andrew B. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Attorneys and Practitioners

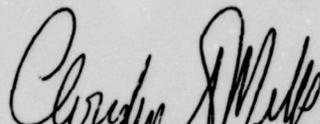
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Christopher A. Mills

STB

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1-16-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

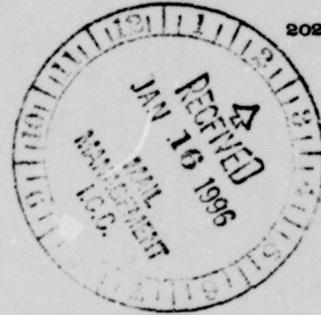
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

* ADMITTED IN ILLINOIS ONLY

January 16, 1996

202 347-7170



By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

Dear Sirs:

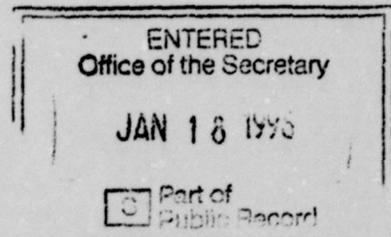
Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Texas Utilities Electric Company.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)

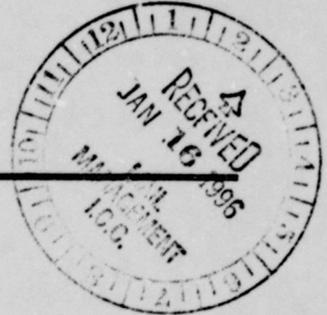


Item No. _____
Page Count 4
Jan #169

ENTERED
Office of the Secretary
JAN 18 1996
Part of
Public Record

BEFORE THE
SURFACE TRANSPORTATION BOARD

TUE-1



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

**NOTICE OF INTENT TO PARTICIPATE
BY
TEXAS UTILITIES ELECTRIC COMPANY**

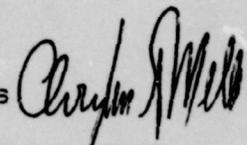
Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Texas Utilities Electric Company ("TU Electric"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), TU Electric selects the acronym "TUE" for identifying all documents and pleadings it submits in this proceeding.

TU Electric requests that the following person be placed on the service list in this proceeding and that copies of all pleadings and decisions be furnished to such person:

Thomas R. Jacobsen
Coal Acquisition & Transportation Manager
TU Electric
1601 Bryan Street, Suite 11-060
Dallas, TX 75201-3411

Respectfully submitted,

TEXAS UTILITIES ELECTRIC
COMPANY

By: John H. LeSeur
Christopher A. Mills 
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

John W. McReynolds
Worsham, Forsythe &
Wooldridge, L.L.P.
1601 Bryan, 30th Floor
Dallas, TX 75201-3402

Attorneys and Practitioners

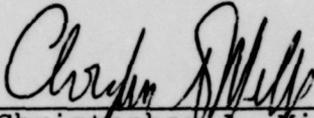
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Christopher A. Mills

STB

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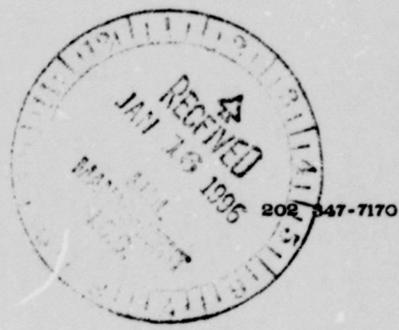
60892

SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.
WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH



* ADMITTED IN ILLINOIS ONLY

January 16, 1996

BY HAND DELIVERY

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Case Control Branch
12th Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Item No. _____

Page Count 3

JAN 16 1996

Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company, and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Transportation Company, St. Louis Southwestern Railway Company, SPCSL Corp., and the Denver & Rio Grande Western Railway Company

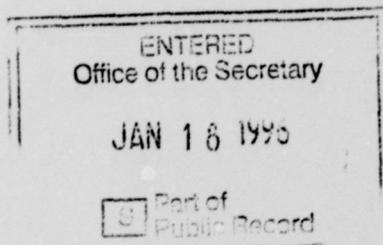
Dear Mr. Secretary:

Enclosed for filing in the referenced proceeding please find an original and twenty (20) copies of the Notice of Intent to Participate of Wisconsin Public Service Corporation.

An extra copy of this filing is enclosed. Kindly indicate receipt and filing by time-stamping the copy and returning it to the bearer of this letter.

Thank you for your attention to this matter.

Sincerely,



[Handwritten Signature]
Kelvin J. Dowd
An Attorney for Wisconsin
Public Service Corporation

KJD:cef
Enclosures

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

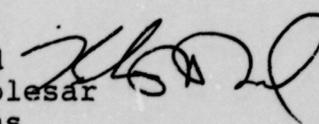
Finance Docket No. 32760

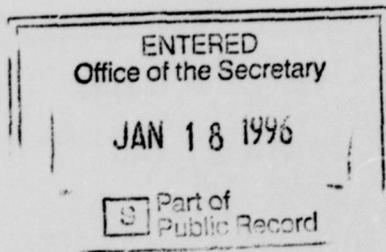
NOTICE OF INTENT TO PARTICIPATE OF
WISCONSIN PUBLIC SERVICE CORPORATION

Pursuant to Interstate Commerce Commission Decision No. 9, served December 27, 1995, Wisconsin Public Service Corporation ("WPS"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), WPS selects the acronym "WPS" for identifying all documents and pleadings it submits in this proceeding.

Respectfully submitted,

WISCONSIN PUBLIC SERVICE
CORPORATION

By: Kelvin J. Dowd 
Patricia E. Kolesar
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036



Attorneys and Practitioners

Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the service list for this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Kelvin J. Dowd

STB

FD

32760

1-16-96

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SLOVER & LOFTUS

ATTORNEYS AT LAW

1224 SEVENTEENTH STREET, N. W.

WASHINGTON, D. C. 20036

WILLIAM L. SLOVER
C. MICHAEL LOFTUS
DONALD G. AVERY
JOHN H. LE SEUR
KELVIN J. DOWD
ROBERT D. ROSENBERG
CHRISTOPHER A. MILLS*
FRANK J. PERGOLIZZI
ANDREW B. KOLESAR III
PATRICIA E. DIETRICH

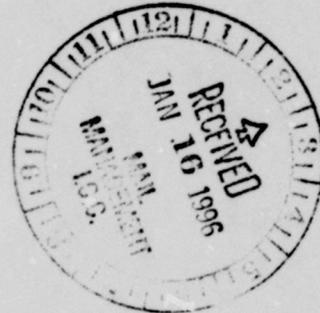
January 16, 1996

202 347-7170

* ADMITTED IN ILLINOIS ONLY

By Hand

Office of the Secretary
Case Control Branch
Attn: Finance Docket No. 32760
Surface Transportation Board
12th & Constitution Avenue, N.W.
Washington, D.C. 20423



Re: Finance Docket No. 32760, Union Pacific Corporation, Union Pacific Railroad Company and Missouri Pacific Railroad Company -- Control and Merger -- Southern Pacific Rail Corporation, Southern Pacific Transportation Company, et al.

Dear Sirs:

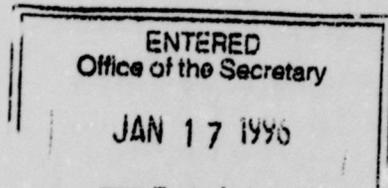
Enclosed for filing in the above-referenced proceeding are the original and twenty copies of the Notice of Intent to Participate of Entergy Services, Inc., Arkansas Power & Light Company, and Gulf States Utilities Company.

Sincerely yours,

Christopher A. Mills

CAM:mfw
Enclosures

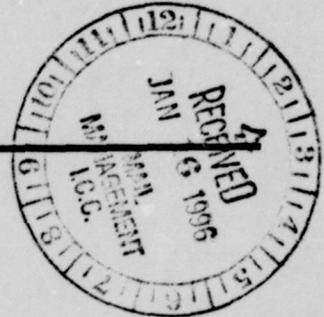
cc: Arvid E. Roach II, Esq. (via facsimile)
Paul A. Cunningham, Esq. (via facsimile)
Restricted Service List (via mail)



Part of Public Record

Item No. _____
Page Count 5
Jan * 167

BEFORE THE
SURFACE TRANSPORTATION BOARD



UNION PACIFIC CORPORATION, UNION)
PACIFIC RAILROAD COMPANY, AND)
MISSOURI PACIFIC RAILROAD COMPANY)
-- CONTROL AND MERGER -- SOUTHERN)
PACIFIC RAIL CORPORATION, SOUTHERN)
PACIFIC TRANSPORTATION COMPANY,)
ST. LOUIS SOUTHWESTERN RAILWAY)
COMPANY, SPCSL CORP., AND THE)
DENVER AND RIO GRANDE WESTERN)
RAILROAD COMPANY)

Finance Docket No. 32760

NOTICE OF INTENT TO PARTICIPATE
BY
ENTERGY SERVICES, INC.
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY

Pursuant to Interstate Commerce Commission Decision No. 9 served on December 27, 1995, Entergy Services, Inc. ("ESI"), appearing herein and acting as agent for Arkansas Power & Light Company ("AP&L") and Gulf States Utilities Company ("GSU"), by and through its undersigned counsel, hereby gives notice of its intent to participate in the above-referenced proceeding as an active party. In accordance with 49 C.F.R. §1180.4(a)(2), the acronym "ESI" will be used for identifying all documents and pleadings filed by ESI in this proceeding.

ESI, AP&L and GSU are subsidiaries of Entergy Corporation, an investor-owned public utility holding company registered pursuant to the Public Utility Holding Company Act of 1935 and

having its headquarters in New Orleans, LA. ESI, as agent for the public utility operating subsidiaries of Entergy Corporation,¹ is responsible for acquiring fuel and related transportation for coal-fired power plants operated by its electric utility affiliates, which include AP&L and GSU. The area served by AP&L consists of portions of the State of Arkansas; the area served by GSU includes portions of western Louisiana and eastern Texas.

AP&L operates the White Bluff and Independence Steam Electric Stations in Arkansas and GSU operates the Roy S. Nelson Generating Station in Louisiana. All three of these generating stations presently burn coal produced in the Wyoming Powder River Basin and transported by one of the Applicants or Applicants' current competitors. The total volume of coal consumed annually by these plants exceeds 15 million tons. ESI, AP&L, and GSU are concerned about the potential adverse effect of the Applicants' merger application on competition for the transportation of coal to the White Bluff, Independence and Nelson Stations.

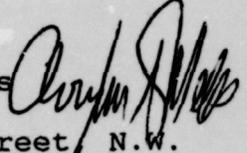
ESI requests that the following person be placed on the service list in this proceeding in addition to its undersigned counsel and that copies of all pleadings and decisions be provided to such person:

¹ AP&L, GSU, Louisiana Power & Light Company, Mississippi Power & Light Company, and New Orleans Public Service Inc.

Roy Giangrosso
Director, Coal Supply
Entergy Services, Inc.
350 Pine Street
Beaumont, TX 77701

Respectfully submitted,

ENTERGY SERVICES, INC.
ARKANSAS POWER & LIGHT COMPANY
GULF STATES UTILITIES COMPANY

By: C. Michael Loftus
Christopher A. Mills 
Slover & Loftus
1224 Seventeenth Street, N.W.
Washington, D.C. 20036

Wayne Anderson
General Attorney-Regulatory
Entergy Services, Inc.
Mail Unit L-ENT-26E
639 Loyola Avenue
New Orleans, LA 70113

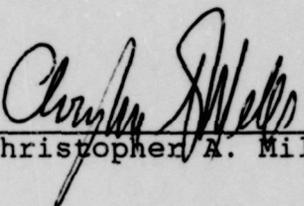
Dated: January 16, 1996

CERTIFICATE OF SERVICE

I hereby certify that, on this 16th day of January, 1996, I caused a copy of the foregoing Notice of Intent to Participate to be served by hand on the individuals listed below, and by first-class United States mail, postage prepaid, on all other persons on the Restricted Service List in this proceeding.

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue, N.W.
P.O. Box 7566
Washington, D.C. 20044

Paul A. Cunningham, Esq.
Harkins Cunningham
1300 Nineteenth Street, N.W.
Washington, D.C. 20036



Christopher A. Mills

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1-16-96

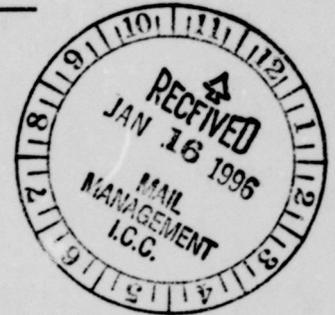
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Radermacher, Whiteside & Associates

Transportation & Marketing Consultants



January 11, 1996

Item No. _____

Page Count 5

JAN 16 1996

Secretary
Case Control Branch,
Attn. Finance Docket 32760
Interstate Commerce Commission
1201 Constitution Avenue N.W.
Washington, D.C. 20423

Re: Finance Docket No. 32760, UNION PACIFIC CORPORATION, UNION PACIFIC RAILROAD COMPANY AND MISSOURI PACIFIC RAILROAD COMPANY -- CONTROL AND MERGER - SOUTHERN PACIFIC RAIL CORPORATION, SOUTHERN PACIFIC TRANSPORTATION COMPANY, ST. LOUIS SOUTHWESTERN RAILWAY COMPANY, SPCSL CORP. AND THE DENVER AND RIO GRANDE WESTERN RAILROAD COMPANY,

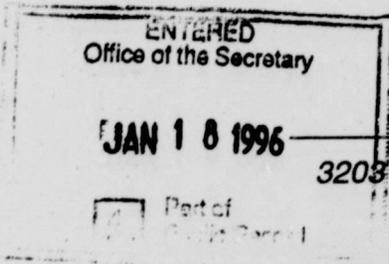
Dear Sir:

Enclosed please find the original and 20 copies of the Montana Wheat and Barley Committees' Petition for Leave to Intervene As a Party of Interest in the above-styled proceeding.

Please receipt duplicate copy of this transmittal and return to address below.

Sincerely,


Terry C. Whiteside



3203 Third Avenue North, Suite 301
Billings, Montana 59101
Phone: (406) 245-5132
FAX: (406) 252-3778

Office of the Secretary

ORIGINAL

JAN 16 1996

ORIGINAL

Before The

INTERSTATE COMMERCE COMMISSION

WASHINGTON, D. C. 20423



UNION PACIFIC CORPORATION, UNION)
 PACIFIC RAILROAD COMPANY AND MISSOURI)
 PACIFIC RAILROAD COMPANY -- CONTROL)
 AND MERGER - SOUTHERN PACIFIC RAIL)
 CORPORATION, SOUTHERN PACIFIC)
 TRANSPORTATION COMPANY, ST. LOUIS)
 SOUTHWESTERN RAILWAY COMPANY, SPCSL)
 CORP. AND THE DENVER AND RIO GRANDE)
 WESTERN RAILROAD COMPANY,)

FINANCE DOCKET NO. 32760

MONTANA WHEAT & BARLEY COMMITTEE

PETITION FOR LEAVE TO INTERVENE

AS PARTY OF INTEREST

Terry C. Whiteside, Registered Practitioner
 Radermacher, Whiteside & Associates
 3203 Third Avenue North, Suite 301
 Billings, Montana 59101
 Telephone: (406) 245-5132
 Fax: (406) 252-3778

Representing: Montana Wheat & Barley Committee

CERTIFICATE OF SERVICE

Copies of Petitioner's Petition for Leave to Intervene has been served
this 10th day of January, 1996, by first-class mail, postage prepaid, on:

Administrative Law Judge Jerome Nelson

Federal Energy Regulatory Commission

825 North Capitol Street, N.E.

Washington, D.C. 20426

Arvid E. Roach II, Esq.

1201 Pennsylvania Avenue, N.W.

P. O. Box 7566

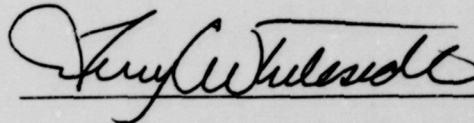
Washington, D.C. 20044

Paul A. Cunningham, Esq.

Harkins Cunningham

1300 Nineteenth Street, N.W.

Washington, D.C. 20036



Terry C. Whiteside, Registered Practitioner

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Oregon

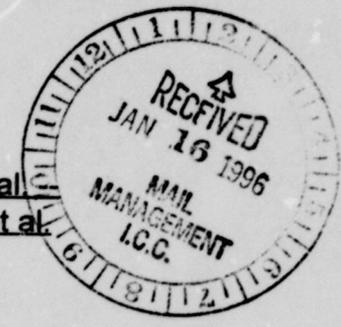
January 12, 1996

ENTERED
Office of the Secretary
JAN 17 1996
Part of
Public Record

DEPARTMENT OF
TRANSPORTATION

Hon. Vernon A. Williams
Secretary
Surface Transportation Board
Twelfth Street and Constitution Avenue, NW
Washington DC 20423

Re: Finance Docket No. 32760, Union Pacific Corp., et al
Control and Merger -- Southern Pacific Rail Corp., et al



Dear Mr. Williams:

With this letter, the State of Oregon (Oregon), through its Department of Transportation (ODOT), provides Notice of Participation in Finance Docket No. 32760, the proposed merger of the Union Pacific and Southern Pacific railroads. ODOT has been designated by the Governor of Oregon to review the Application and file comments in the proceeding. ODOT will represent customers of the railroads, Oregon port districts, local governments and the public generally.

Oregon believes that the merger, in combination with the BNSF settlement agreement, offers many benefits to Oregon shippers. ODOT staff is in the process of reviewing the Application and receiving comments from affected Oregon parties. At this point, we have questions about the Operating Plan, some concerns about the over-all affect on competition, and reservations about the proposed abandonment of the Modoc Line. We will carefully review other railroad filings, and may choose to comment on any or all inconsistent applications. Oregon may request conditions and most certainly will file comments.

Item No. _____
Page Count 3
JAN 4/165



Transportation
Development Branch
Mill Creek Office Building
555 13th Street NE
Salem, OR 97310

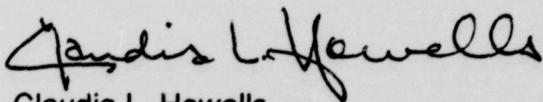
January 12, 1996
Page 2

Oregon will participate fully in the proceeding and wishes to be served with all filings.
Service should be made on:

Claudia L. Howells
Railroad Services Coordinator
Oregon Department of Transportation
555 1st Street, NE
Salem, Oregon 97333

(503) 986-4125
Fax# (503) 986-4174

Sincerely,



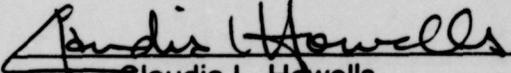
Claudia L. Howells
Railroad Services Coordinator

CERTIFICATE OF SERVICE

I hereby certify that on this 12th day of January, 1996, copies of Oregon's Notice of Participation in Finance Docket 32760 were filed on the following parties:

Arvid E. Roach II, Esq.
Covington & Burling
1201 Pennsylvania Avenue NW
PO Box 7566
Washington DC 20044-7566

Paul A. Cunningham, ESQ.
Harkins Cunningham
1300 Nineteenth Street NW
Washington DC 20036


Claudia L. Howells
Oregon Department of Transportation

STB

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1-16-96

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January 9, 1996

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Mr. Vernon A. Williams, Secretary
INTERSTATE COMMERCE COMMISSION
12th & Constitution Avenue, NW
Washington, DC 20423

CERTIFIED MAIL, RETURN RECEIPT REQUESTED No. P 005 589 597

Subjects: Docket No. AB-3 (Sub - No. 130)
Docket No. AB-8 (Sub - No. 38)
NOTICE OF INTENT TO ABANDON AND DISCONTINUE SERVICE
I. C. C. Finance Docket No. 32760
PROPOSED CONSOLIDATION, et al

Dear Mr. Williams:

Pursuant to the INTERSTATE COMMERCE COMMISSION procedural schedule adopted by Decision No. 6 in the three (3) Subject Dockets, please accept this original and 20 copies as our official "Notice of Intent to Participate in all three (3) Subject Dockets.

Please direct all future correspondence with respect to the Subject Dockets to: COMMITTEE TO PRESERVE UNDERLYING PROPERTY RIGHTS, Thomas W. Foster, Chairman, P. O. Box 681, Salida, Colorado 81201, or Wayne F. Hilligas, Secretary, 13555 County Road 191, Salida, Colorado 81201.

We are unaware of the schedule dates applicable for the filing of subsequent "comments, protests, requests for conditions and any other opposition evidence and argument due" and/or "Briefs due", and will require those dates in order to meet those required deadlines.

Please advise is any questions or changes occur in these proceedings.

Thank you very much.

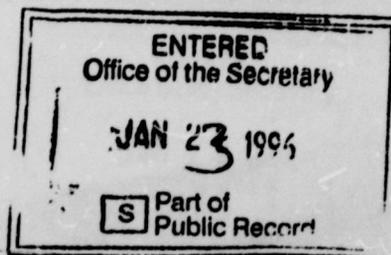
Respectfully submitted,

Thomas W. Foster
Thomas W. Foster, Chairman

CERTIFICATE OF SERVICE

I, Thomas W. Foster, hereby certify that I have this ninth day of January, 1996, served the foregoing document upon Applicants' Representatives, Robert T. Opal, General Attorney, 1416 Dodge Street, Omaha, Nebraska 68179-0830, by pre-paid PRIORITY MAIL, CERTIFIED, RETURN RECEIPT REQUESTED, United States Postal Service. Dated at Salida, Colorado, this 9th day of January, 1996.

Item No. _____
Page Count 1
VAN 147



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KANKAKEE COUNTY BOARD
189 EAST COURT STREET
KANKAKEE, ILLINOIS 60901
(815) 937-2910

RUSSELL A. THOMPSON
COUNTY BOARD CHAIRMAN
January 11, 1996



TD
32762

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

Dear Secretary Williams:

I have reviewed the proposal by Conrail to purchase the eastern portion of the South Pacific Railroad. I received a memo from our Economic Development Director in this same regard, a copy of which is attached.

Kankakee County is developing rapidly and, as in the past, realizes that a strong and vibrant system of transportation is vital to our economic future. The rail freight community is an integral part of that system.

On behalf of the County Board, I ask that you allow the purchase to occur as proposed by Conrail as expeditiously as possible.

Carrying the local rail network a step farther, I would also suggest that consideration be given to the construction of an intermodal facility in the Kankakee area. Our locational context in relation to the Chicago market area offers Conrail a significant economic opportunity.

I await your reply.

Sincerely,

Russell Thompson
Chairman

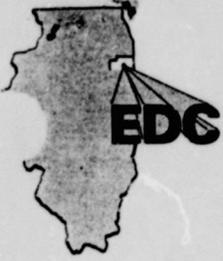
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cc: D. Durkin
S. Alwin

**ADVISE OF ALL
PROCEEDINGS**

Item No. _____
Page Count 02
Jan 4114

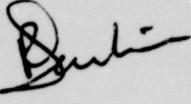
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Office of the Secretary
JAN 26 1996
4 Part of Public Record



Kankakee County
ECONOMIC DEVELOPMENT COUNCIL

189 E. Court, Suite 500
Kankakee, Illinois 60901
(815) 935-1177
Fax (815) 935-1181

TO: Russell Thompson
Kankakee County Board Chairman

FROM: Richard D. Durkin 
President

DATE: January 5, 1996

RE: Conrail Merger Proposal

The proposal by Conrail to purchase the eastern portion of the South Pacific Railroad appears to offer continued and perhaps improved service to the businesses in Kankakee County. It could help contribute or reduce transportation costs, which would help our competitive position in the market place.

I believe it would be appropriate, as part of our endorsement of the proposal, to request an improvement review in track maintenance and equipment and a commitment to bring the construction of an intermodal site to Kankakee County.

On behalf of the Kankakee County Economic Development Council, we would support the proposal as part of a future commitment of service to our county.



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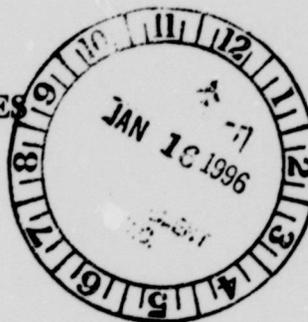
60836

LARRY THOMASON
Representative, 163rd District
State Capitol
Jefferson City, MO 65101
(314) 751-8591



District Address:
P.O. Box 523
Kennett, MO 63857
(314) 888-4100

Majority Whip
MISSOURI
HOUSE OF REPRESENTATIVES



January 2, 1996

ENTERED
Office of the Secretary
JAN 26 1996
Part of
Public Record

FD 32760

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

ADVISE OF ALL PROCEEDINGS

RE: UP/SP MERGER

Dear Secretary Williams:

I, as a Missouri State Representative and Majority Whip, am concerned about the competitive effects on Missouri businesses of the proposed acquisition of the Southern Pacific (SP) Railroad by the Union Pacific (UP) Railroad. While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF) which is intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for Missouri rail traffic.

I have reviewed Conrail's proposal to acquire a significant portion of SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Arkansas, Texas and Louisiana. I find this proposal to be more appropriate and far more effective in addressing Missouri's concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement primarily involves the granting of trackage rights. I believe that trackage rights provide only limited benefits and limited guarantees which easily can be lost if railroads disagree over whose traffic has priority and who is in charge of operations on the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

ADVISE OF ALL PROCEEDINGS

Item No. _____

Page Count 2

JAN 4113

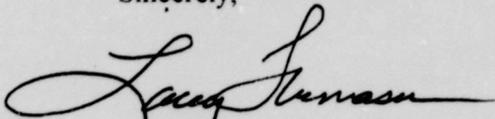
ADVISE OF ALL PROCEEDINGS

Letter to Vernon A. Williams, continued
January 2, 1996
Page #2

Finally, I believe Conrail's proposal will ensure that Missouri's rail customers have multiple rail options.

For these reasons, I urge you to give the UP/SP proposed merger as well as Conrail's proposal to SP your utmost consideration.

Sincerely,



Larry Thomason

cc: David M. LeVan

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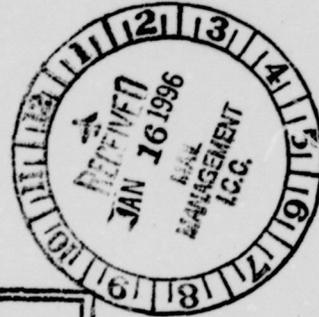


CITY OF NACOGDOCHES

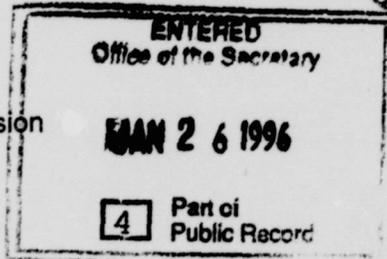
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JAMES E. RANEY
MAYOR

December 27, 1995



The Honorable Vernon A. Williams
Secretary Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423



Dear Secretary Williams:

This letter is written in regard to I.C.C. Finance Docket 32760 which is pending before the Interstate Commerce Commission. The application seeks approval for the acquisition of Southern Pacific Railroad by Union Pacific Railroad and as Mayor of the City of Nacogdoches, I am extremely concerned and opposed to the buyout by Union Pacific. I am particularly concerned that the proposed merger will be particularly disadvantageous to the agricultural industry in Nacogdoches and rail users in Texas.

I am also greatly concerned about the agreement between Union Pacific and Burlington Northern Santa Fe which grants trackage rights on the north-south routes in Texas to Burlington Northern. In effect, the lease of trackage rights to Burlington Northern eliminates competition for rail service and effectively provides Union Pacific a monopoly in East Texas. This is not beneficial to this community or Texas, as rates will surely increase and service most likely decrease without competition.

Please look carefully at the proposed merger, particularly in regard to the north/south corridors in Texas. Certainly other proposals, that might include purchase of these north-south corridors, would be more advantageous to the customers of Southern Pacific in Texas. We must maintain competitive rail service or industry and agriculture will be placed at a competitive disadvantage.

Please feel free to contact me or City Manager Gordon Pierce if you have questions or desire additional information or input.

Sincerely,

James E. Raney
Mayor

Item No. _____

Page Count 1

Jan # 111

ADVISE OF ALL PROCEEDINGS

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RICHARD D. PERKINS
ASSEMBLYMAN
District No. 23

DEMOCRATIC FLOOR LEADER

COMMITTEES:

Vice Chairman

Commerce

Elections and Procedures

Member

Judiciary



State of Nevada
Assembly

Sixty-Eighth Session

December 27, 1995

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, D.C. 20423

Reference: Finance Docket No. 32760, Union Pacific Corporation,
et al. --Control & Merger--Southern Pacific Rail
Corp., et al.

Dear Secretary Williams:

As the Co-Floor Leader of the Nevada Assembly, representing the Henderson area of Southern Nevada, please allow me to express my support for the proposed merger between the Union Pacific and the Southern Pacific Railroads.

A merger of the Union Pacific and Southern Pacific Railroads would be a benefit for all. Both railroads will contribute something to the merger that will ultimately provide better rail service to Nevada businesses.

As I am sure you are aware, the Southern Pacific's financial health is a concern of their clients and employees. The merger provides the real and perceived security necessary to compete in the current business environment. Without the merger we risk the loss of the Southern Pacific railroad.

Along with my colleagues, I believe that this merger will benefit the public, the employees of both railroads, and the consumers who use the railroads as well. I urge you to approve this merger.

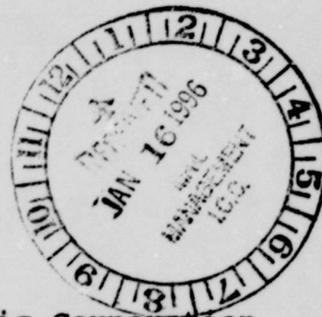
Sincerely,

Richard D. Perkins
Democratic Floor Leader

60833

DISTRICT OFFICE:
408 Glasgow Street
Henderson, Nevada 89015
(702) 566-6542

LEGISLATIVE BUILDING:
401 S. Carson Street
Carson City, Nevada 89710
Office: (702) 687-5110 or 687-5739
Fax No.: (702) 687-5962



ENTERED
Office of the Secretary
JAN 26 1996
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ADVISE OF ALL Item No. _____
PROCEEDINGS Page Count 1
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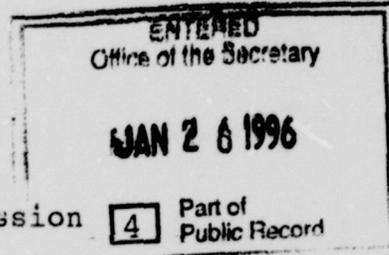
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ALDERMAN-CAVE FEEDS

MAIN OFFICE & MILL.
319 WEST DALE STREET
P.O. BOX 217
WINTERS, TEXAS 79567
(915) 754-4546

NEW MEXICO MILL
950 WHITE MILLS ROAD
P.O. BOX 2365
ROSWELL, NEW MEXICO 88202
(505) 622-3260

January 5, 1996



Mr. Vernon Williams
Interstate Commerce Commission
Room 3315
12th and Constitution, N.W.
Washington, D.C. 20423-0001

4 Part of Public Record

Re: Finance Docket No. 32760, Union Pacific Corp., et al
Control & Merger--Southern Pacific Rail Corp., et al

Dear Mr. Williams:

Alderman-Cave Feeds operates grain elevators, feed mills, and a commercial cattle feedyard in Texas and New Mexico. We ship and receive substantial volumes of milo, wheat, and corn by rail. I have been the President and majority stockholder for Alderman-Cave Feeds for the past 14 years.

Alderman-Cave Feeds has a strong interest in competitive rail transportation between the United States and Mexico. The Laredo/Nuevo Laredo gateway is the primary route for shipments between the two countries for the majority of international traffic. This gateway possesses the strongest infrastructure of customs brokers. It also provides the shortest routing between major Mexican industrial and population centers and the Midwest and Eastern United States.

Our company depends on competition to keep prices down and to spur improvements in products and services. For many years Union Pacific and Southern Pacific have competed for our traffic via Laredo, resulting in substantial cost savings and a number of service innovations. TexMex has been Southern Pacific's partner in reaching Laredo in competition with Union Pacific, as Southern Pacific does not reach Laredo directly.

A merger of Union Pacific and Southern Pacific will seriously reduce, if not eliminate, our competitive alternatives via the Laredo gateway. Although these railroads have recently agreed to give certain trackage rights to the new Burlington Northern Santa Fe Railroad, we do not believe the BNSF, as the only other major rail system remaining in the Western United States, will be an effective competitive replacement for an independent Southern Pacific on this important route.

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#105

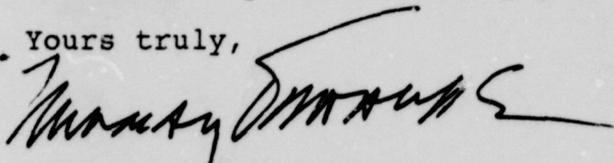
ADVISE OF ALL
PROCEEDINGS



I understand there is an alternative that will preserve effective competition for my traffic. TexMex has indicated a willingness to connect with other carriers via trackage rights to provide efficient competitive routes. Trackage rights operating in such a way as to allow TexMex to be truly competitive are essential to maintain the competition at Laredo that would otherwise be lost in the merger. Thus I urge the Commissioners to correct this loss of competition by conditioning this merger with a grant of trackage rights via efficient routes between Corpus Christi and these connecting railroads.

Economical access to international trade routes should not be jeopardized when the future prosperity of these countries depends so strongly on international

Yours truly,



Alderman-Cave Feeds
Murray Edwards

cc: The Texas Mexican Railway Company



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Item No. _____
Page Count 3
#108

January 11, 1996

FD 32760

To: Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street & Constitution Ave. N.W.
Washington, D.C.



From: John Parker - Traffic Manager
Guardian Industries
3801 South Hwy 287
Corsicana, Texas 75110

Dear Sir,

On behalf of Guardian Industries, I ask that you consider the following comments on the merger of the UP/SP and BN/SF mergers. Because of our location on the BN and our other plant locations throughout the U.S. and Canada, Guardian would benefit from additional competition. This additional competition would come from the ICG being able to enter the new NAFTA markets opening between Canada and Mexico. To enter the NAFTA market means the ICG must be able to purchase trackage from the Southern Pacific and St. Louis/Southwestern. This trackage is highlighted on the attached maps.

Guardian Industries has many plants throughout the U.S. and Canada. (An attached map shows our Canadian and U.S. plants.) As a corporation, we have actively expanded into Mexico for several years. As each year passes our market share into Mexico increases and Guardian wishes to keep all avenues of competition open. To do this, the ICG must be allowed to proceed with the purchase of the fore mentioned trackage so as to keep Guardian Industries and themselves competitive.

In closing, please realize that the merger of these four (4) mega railroads into two can not be allowed if positive concessions as already mentioned are not allowed to take place. Your help in this matter will be greatly appreciated.

Sincerely,

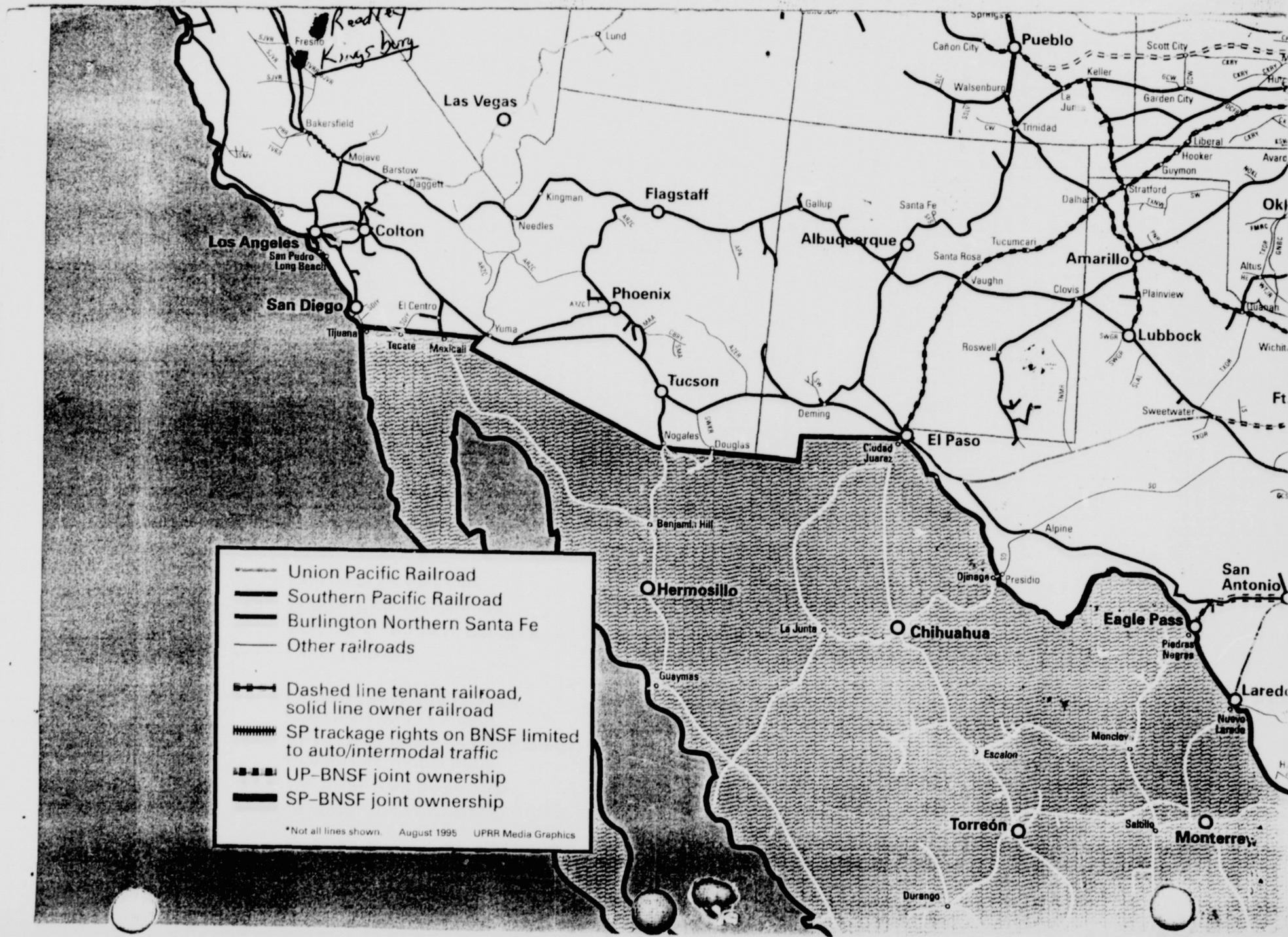
John Parker

John Parker
Guardian Industries

cc: Illinois Central Railroad
Attn: Brian Merris
455 North City Front Plaza Drive
Chicago, Illinois 60611

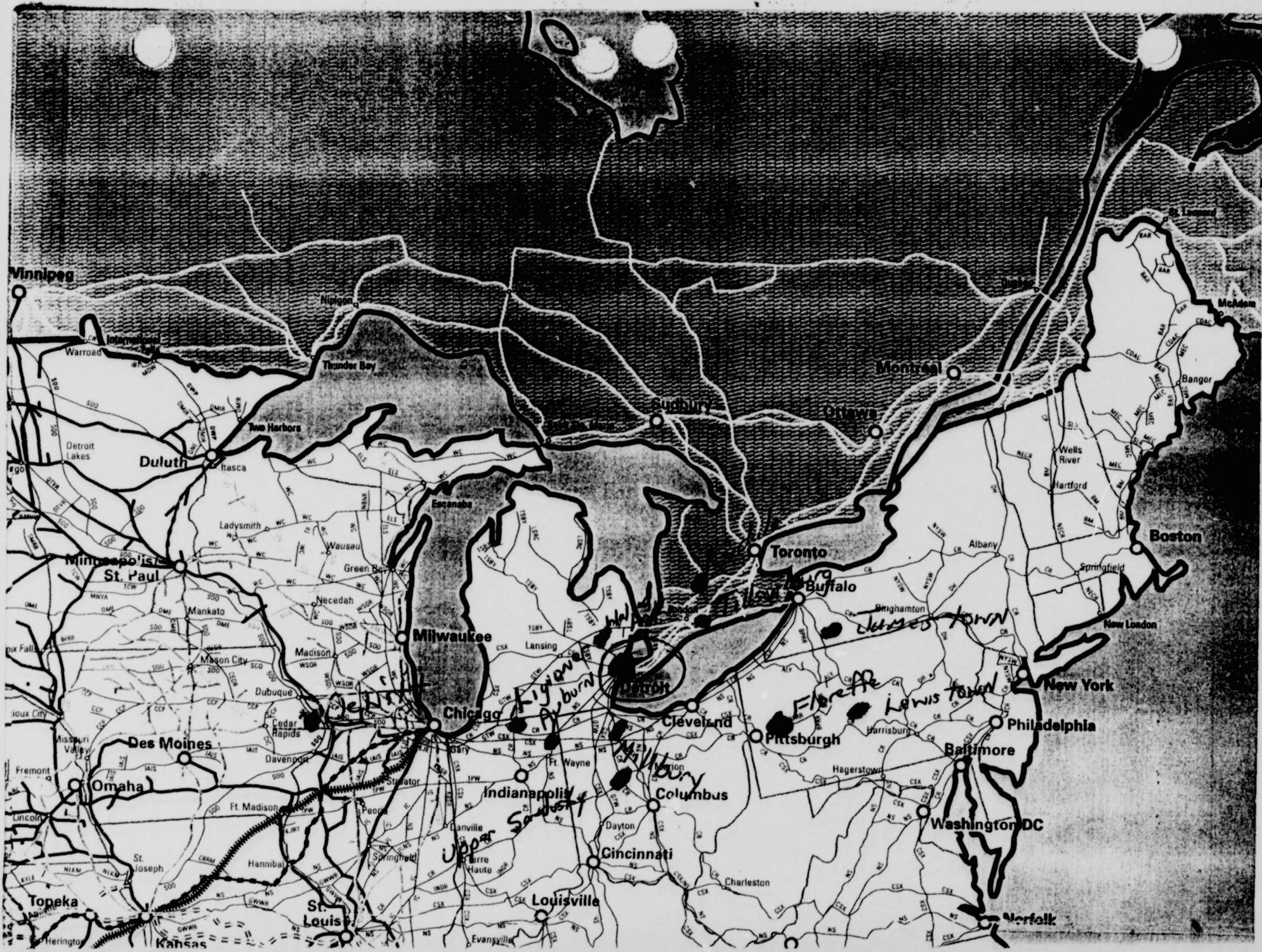
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Office of the Secretary
JAN 26 1996
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	Union Pacific Railroad
	Southern Pacific Railroad
	Burlington Northern Santa Fe
	Other railroads
	Dashed line tenant railroad, solid line owner railroad
	SP trackage rights on BNSF limited to auto/intermodal traffic
	UP-BNSF joint ownership
	SP-BNSF joint ownership

*Not all lines shown. August 1995 UPRR Media Graphics



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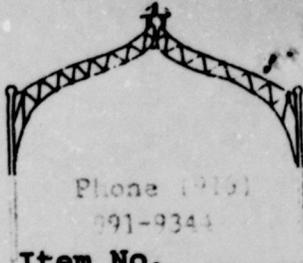
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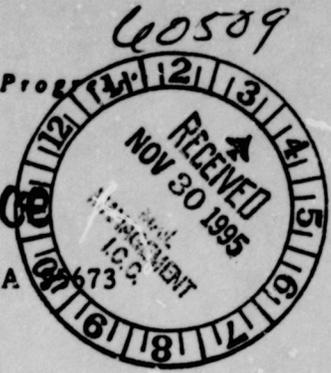


"Cooperative Effort for Community Progress"

RIO LINDA/ELVERTA

Chamber of Commerce

POST OFFICE BOX 75 - RIO LINDA, CA 95773



Item No. _____

Page Count 1

Nov # 197

November 17, 1995

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Ave., N.W.
Washington, D.C. 20423

ENTERED
Office of the Secretary

Re: ICC Finance Docket No. 32760
Union Pacific Corp., et al. - Control & Merger
Southern Pacific Rail Corp., et al.

DEC 01 1995

3 Part of

Dear Secretary Williams:

The Rio Linda-Elverta Chamber of Commerce supports the merger of the Union Pacific Railroad with the Southern Pacific Railroad.

The Union Pacific Railroad has a long history with the communities of Rio Linda and Elverta that extends back over the eighty plus years of both communities. The Union Pacific Railroad line runs on the west side of both communities and is where, in years past, agriculture packing sheds were located for convenience in shipping produce raised in the area. Presently there are industrial users in Rio Linda that use the rail line for shipping and receiving of products.

The Southern Pacific Railroad has also been an integral element of the Rio Linda and Elverta communities. Mostly through the many Southern Pacific employees who live in both areas. These people, as have Union Pacific employees, have made important contributions to our communities through their support of community activities, businesses, and the local schools.

We would like to see this relationship with the Union Pacific Railroad and the Southern Pacific Railroad continue. And, we feel that through the proposed merger it will.

cc: Union Pacific Railroad

Sincerely

Mel Griffin, Vice President
Rio Linda-Elverta Chamber of Commerce.

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elf atochem

ATO

Elf Atochem North America, Inc.

2000 Market Street
Philadelphia, PA 19103-3222

60508

Item No. _____

Page Count 1

November 28, 1995

NOV # 196

Mr. David LeVan
President and CEO
Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101

FD-32760



Dear Mr. LeVan:

Elf Atochem North America is concerned about the competitive effects that the proposed acquisition of the Southern Pacific Transportation Company by the Union Pacific Railroad would have on our Company. We have reviewed the proposed agreement between Union Pacific and Burlington Northern/Santa Fe which is intended to insure that meaningful rail competition will be maintained when the Southern Pacific is absorbed. We are not convinced that the agreement will provide this competition, especially in the state of Texas where our company has three plants that will be directly effected by the merger.

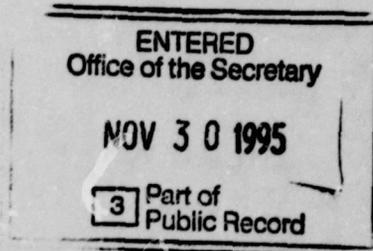
We have reviewed the proposal that Conrail has prepared to purchase Southern Pacific trackage from Chicago and East St. Louis to Texas and Louisiana as a condition to approval of the UP/SP merger. Our company finds this proposal to be a realistic and viable alternative to UP/SP, as it addresses our concerns regarding maintaining rail competition to our plants and the facilities of our customers.

Elf Atochem North America supports the efforts by carriers such as Conrail to maintain and enhance the competitive environment in the railroad industry.

Sincerely,

John O'Leary
John O'Leary
Director, Logistics

cc: ICC Commissioners
Drew Lewis, Union Pacific
Texas Railroad Commission



STB

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11-30-95

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60507



LAKE
COUNTY
ECONOMIC
DEVELOPMENT
CENTER

Item No. _____

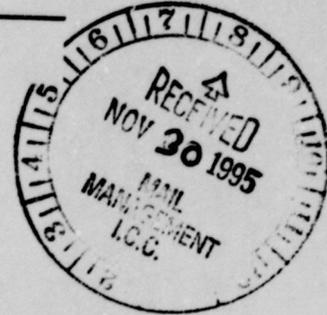
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Page Count 1

701 # 195

November 27, 1995

Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th St. & Constitution Ave.
Washington, DC 20423



FD-32760

Dear Secretary Williams:

We believe the proposed Union Pacific-Southern Pacific merger is missing an important component, without which it is not in the public interest of our region. That component is UP-SP's sale of its eastern lines to Conrail, a major carrier here in Lake County.

Many of the nearly 4,000 miles of trackage rights that UP-SP plans to "rent" to the Burlington Northern-Santa Fe could be sold to Conrail. Conrail in fact seeks that purchase. It is committed to making that corridor more efficient on the highest quality of track.

This would give Northern Ohio's industries better access to the Gulf and Mexico's important petrochemical, raw materials, manufacturing and commercial markets -- a key public interest argument in favor of an ICC decision that the UP-SP's eastern routes be sold to Conrail.

Our industries need direct service south through Cleveland, Chicago, and St. Louis on the lines Conrail wants to purchase from the UP-SP. As an owner-carrier rather than a "renter", Conrail is the best long range choice.

A second public interest argument is that we want to keep Conrail and the other railroads that serve Northern Ohio strong. Transportation competition means better service and better prices for our companies. It helps us keep our manufacturers, and add new ones.

For those reasons, we in Lake County believe the proposed UP-SP merger as it stands is not in the public interest for Northern Ohio, and needs the sale of the eastern UP-SP lines to Conrail to meet that test.

Thank you for your consideration.

Sincerely,

Catherine C. Haworth
Executive Director

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Office of the Secretary

NOV 30 1995

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Public Record

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11-29-95

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P.O. Box 2910
Austin, Texas 78769
(512) 463-0518

AL EDWARDS
state representative
Office of the Secretary **District 146**

Item No. 61) 505
Page Count 4
Nov # 192

NOV 29 1995

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Public Record



November 20, 1995

The Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Room 2215
Washington, D.C. 20423



Finance Docket No. 32760, Union Pacific Corporation., et al
Control & Merger--Southern Pacific Rail Corporation, et al

Dear Mr. Williams:

The Houston area depends heavily on the availability of strong rail service for our local businesses. This letter is to advise the Commission of my view that the proposed merger of the Union Pacific and Southern Pacific railroads will serve the area's interests by strengthening rail service and improving competition.

Houston area shippers will enjoy improved service on many routes following a UP/SP merger. Many Houston area businesses ship to and from the West Coast. A UP/SP merger will allow shippers to use efficient combinations of lines to reach SP's Southern Corridor route. Current service on that route suffers from serious congestion and SP's inability to devote the capital resources to upgrade the facilities on its lines. Following the merger, UP/SP plan to invest capital to expand capacity on the Southern Corridor route. Coordination of rail movements and integration of terminal operations will also help relieve congestion. As a result, Houston, shippers will gain an efficient alternative to the BN/Santa Fe route to Southern California.

Service for north-south traffic through Houston should also improve significantly as a result of the merger. To the north, service on the Memphis-St. Louis -Chicago corridor will be faster and more reliable, due to the UP/SP plans for coordinating terminals, using alternative routes, and creation of more run-through trains. Houston shippers should also gain more direct routes to Denver and the Pacific Northwest through use of a combination of UP and SP lines. To the south, Houston shippers will have more flexible access to all Mexican gateways. Shippers currently served by SP will be able to take advantage of UP's efficient border-crossing procedures, eliminating delays for Mexican traffic. Also as a result of the merger, BN/Sante Fe will gain access to the important Laredo gateway (through interchange with the Texas Mexican Railway at Corp. to the Brownsville gateway.

We also expect better service for movements to the east, along the Gulf Coast toward New Orleans and other Louisiana points. SP shippers will be able to use UP's line east of Lake Charles, Louisiana. Moreover, under an agreement with UP and SP, BN/Sante Fe will gain a new competitive route between Houston and New Orleans through trackage rights and purchase of much of SP's mainline through Louisiana. BN/Sante Fe will also gain access to chemical plants at several points in the Houston area, including Baytown and Mont Belvieu. The agreement will allow BN/Sante Fe to provide an important new service alternative for Houston shippers on movements along the Gulf Coast and to and from the Southeast.

A merger of the UP and SP should improve equipment supply for our shippers, due to the shorter routes and other operating efficiencies that will result from the merger. The

combined UP/SP system will have more opportunities to reposition equipment and take advantage of backhaul and triangulation opportunities and different seasonal patterns of the UP and SP traffic. Yard consolidations should provide some additional storage-in-transit opportunities for chemical shippers.

The merger will preserve competition, and actually increase it. The new operating rights for BN/Sante Fe ensure that points now served only by UP and SP will continue to receive service from two railroads. In addition, they provide Houston shippers with new competitive options for movements through Texas and Louisiana. Especially with new BN/Sante Fe access to points in the Houston area, competition for chemicals and petrochemical traffic will be strengthened. Moreover, a UP/SP merger will allow UP/SP to provide more effective competition with BN/Sante Fe than UP and SP could provide separately. Today, SP's service problems and its financial constraints make it a particularly weak competitor. UP/SP and BN/Sante Fe will both be efficient carriers with extensive route systems, capable of providing a high level of service to Houston shippers. We expect that these two systems will be vigorous competitors. Houston will also continue to have service from other rail carriers, barge operators, and other transportation alternatives, including trucks.

The economy of Houston will benefit from the UP/SP merger. Improved service for our shippers and the availability of strong competitive transportation alternatives will help Houston retain its status as a key business hub and will increase employment opportunities in the Houston area. This will benefit all Houston area citizens and the entire State as well.

In summary, the UP/SF merger should bring Houston area shippers many service benefits and new competitive options. We encourage the Commission to consider these benefits to Houston and to comment favorably on the merger.

Sincerely,

A handwritten signature in cursive script that reads "Al Edwards".

Al Edwards, State Representative

cc: Jack Kyle

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Office of the Secretary

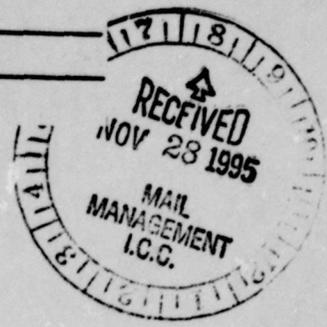
NOV 28 1995

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Item No. 1

Page Count
NOV # 184

November 21, 1995



California
Manufacturers
Association

The Honorable Vernon A. Williams
Secretary, Interstate Commerce Commission
Twelfth Street and Constitutions Avenue, N.W.
Room 2215
Washington DC. 20423

RE: Finance Docket No. 32760
Union Pacific and Southern Pacific Railroad Merger

Dear Secretary Williams:

On behalf of the California Manufacturers Association, I am writing to urge the Interstate Commerce Commission to approve the merger of the Union Pacific and Southern Pacific railroads. This merger will dramatically improve shipping services for California manufacturers and increase the efficiency of California's rail transportation services.

The proposed merger will create faster, more reliable and efficient shipping services needed to meet the growing demand for products produced here in the state. The merger could also reduce the cost of shipping which will help our manufacturers compete more effectively over time.

While California continues to grow as an economic power on the Pacific Rim transportation and shipping infrastructure is a critical element of our economic growth and ability to compete with the rest if the nation. The merger will indeed help meet the growing demand for these important services.

For these reasons and more, the California Manufacturers Association urges your quick approval of the merger between Union Pacific and Southern Pacific railroads.

Sincerely,

MARK TIMMERMAN
Vice President, Government Relations

980 Ninth Street
Suite 2200
Sacramento CA
95814-2742
(916)441-5420
FAX(916)447-9401
FAX(916)441-5449

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MIKE EVERETT

SENATOR
23RD DISTRICT

412 BROADWAY
MARKED TREE, ARKANSAS 72365

Item No. _____

Page Count 1
Nov # 190

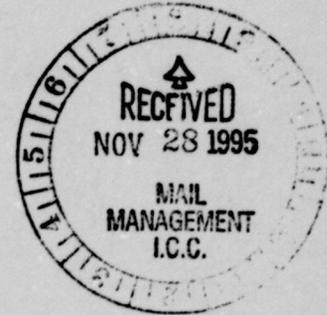
COMMITTEES

MEMBER:

AGRICULTURE, ECONOMIC & INDUSTRIAL DEVELOPMENT
JUDICIARY
JOINT RETIREMENT & SOCIAL SECURITY
RULES

November 22, 1995

THE SENATE
STATE OF ARKANSAS



Secretary Vernon A. Williams
Interstate Commerce Commission
12th St. and Constitution Ave.
Washington, D.C. 20423

Re: Finance Docket 32760

Secretary Williams:

I am opposed to the Union Pacific - Southern Pacific merger. As I understand the agreement between UP and the Burlington Northern-Santa Fe, this would involve the renting of rail rights to Burlington Northern. This arrangement does not auger well for the economic wellbeing of the communities (several of which are in my district) these tracks serve in Arkansas. These communities depend on the railroad for shipping agricultural commodities, and a rental arrangement does not imply the longstanding commitment these communities need for their long term development.

It seems to me that the Conrail proposal has greater benefits for this area. Their proposal would insure long lasting commitment to rail service to the agricultural communities of the Arkansas Delta and would promise greater competition among rail carriers for the shippers of the area.

Please inform me of further proceedings in this matter and of any possibility of input I might have on the issue.

Yours truly,

Mike Everett
Mike Everett

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Office of the Secretary

NOV 28 1995

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TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS



123 MICHIGAN STREET
TOLEDO, OHIO 43624-1237
Phone: (419) 241-9155

P.O. BOX 9508
TOLEDO, OHIO 43697-9508
Fax: (419) 241-9116

Item No. _____

Page Count 84

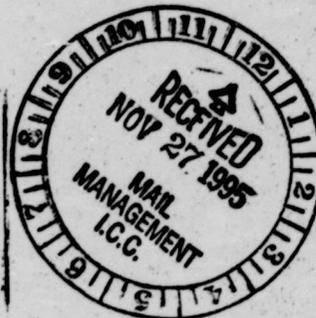
November 21, 1995

Nov# 180

The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, D.C. 20423

ENTERED
Office of the Secretary

NOV 28 1995



Re: Finance Docket 32760

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Dear Secretary Williams:

The Toledo Metropolitan Area Council of Governments (TMACOG) supports the purchase by Conrail of certain Southern Pacific Eastern lines as part of the proposed Union Pacific/Southern Pacific merger, and without the Conrail purchase being a part of the ICC's approval of the Union Pacific/Southern Pacific merger, it should not be consummated. Attached is a copy of TMACOG Resolution No. 1995-43 adopted by our Board of Trustees on November 15, 1995 supporting this position.

TMACOG is a voluntary association of local governments in Northwest Ohio and Southeast Michigan serving 800,000 people in a 2,240 square mile area. It is established under Chapter 167 of the Ohio Revised Code and Michigan Public Act No. 7 (Ex. Sess.). The TMACOG Board of Trustees is designated as the Metropolitan Planning Organization (MPO), pursuant to 23 United States Code 134 and 49, by the Governor of Ohio in cooperation with local elected officials to carry out the continuing, comprehensive, and coordinated transportation planning process for the Toledo area. As part of this planning process and because Toledo and Northwest Ohio are a major transportation hub, TMACOG has been working with the five railroads serving our region, business and industry, economic development agencies, and the public sector since 1981 in a rail transportation planning process. Rail and multimodal transportation planning are a solid part of our ongoing activities.

The Union Pacific and Southern Pacific are considering merging. TMACOG has carefully evaluated the proposed merger. Its effects on our region and the State of Ohio are important to us. While there may be benefits to the consolidation between these two railroads, it is important from an economic development standpoint that other options and proposals be weighed and considered before any merger approval is given by the Interstate Commerce Commission (ICC). TMACOG is not satisfied that the proposed agreement between the Union Pacific and the Burlington Northern/Santa Fe alone, and unto itself, will satisfy our concerns over competition.

CAWPDOCSWLKCONRAILLTR 3425

CHAIRMAN:
Mayor Charles Duck, Jr.
Village of Waterville

VICE-CHAIRMAN:
Mayor James Seney
City of Sylvania

2ND VICE-CHAIRMAN:
Commissioner Mark Pietrykowski
Lucas County

EXECUTIVE DIRECTOR:
William L. Knight

Conrail has approached TMACOG with its proposal for acquiring some of the Southern Pacific Eastern lines from Chicago and St. Louis to Texas and Louisiana. This proposal has great benefit for those Midwest cities, such as Toledo, and states like Ohio eager to encourage economic growth through the North American Free Trade Agreement (NAFTA). Conrail has been and continues to be a good corporate resident of Toledo and northwest Ohio, and its level of service has greatly benefited the manufacturers and shippers in our community. This proposed acquisition by Conrail will only enhance the current service being provided. Economic expansion opportunities will be available to the businesses and industries in our community. In addition, with direct shipments of Midwest-made products to new markets in Mexico, the mid-south and Gulf Coast regions, areas currently not easily accessed by Midwest shippers, will be opened.

For these reasons, TMACOG is recommending support of Conrail's purchase of the Southern Pacific Eastern lines. Without the Conrail proposal being a part of the ICC's approval, the Union Pacific/Southern Pacific merger should not be consummated. Conrail's ownership of the Southern Pacific Eastern lines is good business sense and brings more corporate responsibility than the lease arrangement as proposed by Burlington Northern/Santa Fe.

Sincerely,



William L. Knight, AICP
Executive Director

cc: Mr. David M. LeVan, President & CEO
Consolidated Rail Corporation
2001 Market Street, 17th Floor
Philadelphia, PA 19101-1409

**A RESOLUTION
OF THE
TOLEDO METROPOLITAN AREA COUNCIL OF GOVERNMENTS
SUPPORTING CONRAIL'S PURCHASE OF
THE SOUTHERN PACIFIC EASTERN LINES**

WHEREAS, the Toledo Metropolitan Area Council of Governments (TMACOG) is a voluntary association of local governments in Northwest Ohio and Southeast Michigan serving 800,000 people in a 2,240 square mile area which includes Erie, Lucas, Ottawa, Sandusky, and Wood Counties, Ohio; and Bedford, Erie, and Whiteford Townships and the City of Luna Pier in Monroe County, and Riga Township in Lenawee County, Michigan; and

WHEREAS, the Toledo Metropolitan Area Council of Governments (TMACOG), an association of local governments organized on May 31, 1968 under Chapter 167 of the Ohio Revised Code and the Michigan Public Act No. 7 (Ex. Sess.), has carried out comprehensive metropolitan and regional planning since that date; and

WHEREAS, the Board of Trustees of the Toledo Metropolitan Area Council of Governments (TMACOG) is designated as the Metropolitan Planning Organization (MPO) by the Governor through the Ohio Department of Transportation in cooperation with local elected officials and is authorized to carry out the continuing, comprehensive, and coordinated transportation planning process (Process) for the Toledo area; and

WHEREAS, the MPO has, pursuant to 23 United States Code 134 and 49 United States Code 1602(a)(2), 1603(a), and 1604(g)(1) and (I), prepared and adopted a Unified Planning Work Program, a Transportation Plan, and a Transportation Improvement Program; and

WHEREAS, the MPO has been designated by the U.S. Department of Transportation and the Ohio Department of Transportation (ODOT) to direct, coordinate, and administer the Process in the Toledo area as mandated by the Congress in Titles 23 and 49 U.S.C. as previously noted; and

WHEREAS, the Process is undertaken for a Study Area defined as the Toledo Transportation Study Area and consisting of all of Lucas and Wood Counties, Ohio, and Whiteford, Bedford, and Erie Townships and the City of Luna Pier, Monroe County, Michigan, including the incorporated municipalities therein; and

Adopted by the Board of Trustees November 15, 1995.

Yea 17, Nay 0, Abstain 0

Charles Duck

Charles Duck, Chair
Toledo Metropolitan Area Council of Governments

William L. Knight

William L. Knight, Executive Director
Toledo Metropolitan Area Council of Governments

STB

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11-27-95

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DISTRICT OFFICES:
1004 S. LINCOLN, SUITE 10
O'FALLON, ILLINOIS 62269
618/632-0373

907A MAIN STREET
HIGHLAND, ILLINOIS 62249
618/654-1103

SPRINGFIELD OFFICE:
ROOM 2035-J STRATTON BUILDING
SPRINGFIELD, ILLINOIS 62706
217/782-6401

Item No. _____

Page Count 1

NOV # 177

COMMITTEES:
EXECUTIVE
CHAIRPERSON
VETERANS' AFFAIRS
VICE-CHAIRPERSON
AGRICULTURE &
CONSERVATION
TRANSPORTATION &
MOTOR VEHICLES

RON STEPHENS
STATE REPRESENTATIVE - DISTRICT 110

November 20, 1995

Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

Dear Secretary Williams:

FD-32760



Recently, I became aware of a proposal by the Union Pacific to acquire the Southern Pacific railroad.

As a legislator who represents a number of Illinois shippers and rail communities, I have some concerns about the merger and its effect on competition in Illinois. In short, a merger of the UP and SP gives the UP control of the two major lines running between Chicago and St. Louis. This could impair competitive pricing for local and national freight rail customers, and ultimately affect the transportation of goods along the eastern lines of the SP.

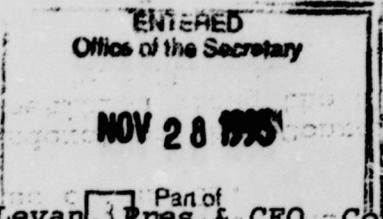
I understand that Conrail has proposed a solution for preserving competition along the SP-East line by offering to purchase the lines from the UP. I also understand the UP has tried to address the competition issue by establishing a partnership with Burlington Northern-Santa Fe.

Communities with strong transportation and freight rail alternatives are attractive to businesses, which in turn fuel local economies. I encourage you to take the time to thoroughly review both the Conrail and UP proposals and make a decision that ensures fair competition and provides the higher level of quality and service for the shippers, customers and communities we represent.

Thank you for your attention.

Sincerely,

Ron Stephens
STATE REPRESENTATIVE



CC: Part of
D. Levan, Pres & CEO, Consolidated Rail Corporation
G. Hoffman, Hoffman-McPike & Associates
J. McPike, Hoffman-McPike & Associates

STB

FD

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Item No. _____

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VILLAGE OF

Page Count 1 FAIRMONT CITY, ILLINOIS -

Nov # 178 101 NORTH 41ST STREET • FAIRMONT CITY, ILLINOIS, 62201

618/874-6100

November 10, 1995

ALEX J. BREGEN
VILLAGE PRESIDENT

JOSEPH JABLONSKI
VILLAGE CLERK



The Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue
Washington, DC 20423

RE: Finance Docket 32760

Dear Secretary Williams:

The Village of Fairmont City is extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While we are familiar with the proposed agreement between UP and the Burlington Northern-Sante Fe (BNSF), intended to remedy those effects, we are not persuaded that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This is of concern to our community.

We also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from St. Louis, to Arkansas, Texas, and Louisiana. This proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. We believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, we believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

Another reason the Village favors Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of good and raw materials to and from the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct and involve the fewest car handlings.

We are extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

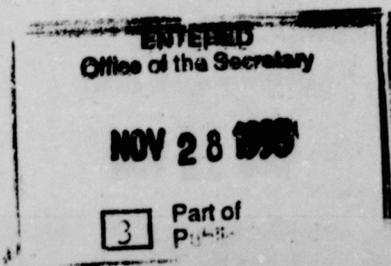
For all of the reasons above, We are actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

Alex J. Bregen

Alex J. Bregen, President,
Village of Fairmont City, Illinois.

AJB:tah



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11-27-95

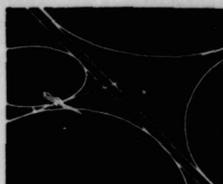
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Effingham

ILLINOIS



November 21, 1995

Item No. _____

The Honorable Vernon A. Williams, Secretary

Page Count 1

Intersession Nov # 176

12th _____
Washington, D.C. 20423



City Hall
201 South Banker
P.O. Box 648
Effingham, Illinois
62401-0648

217/ 347-2675 Fax (1st Floor)
217/ 342-2746 Fax (2nd Floor)

RE: Finance Docket 32760

Dear Secretary Williams:

I am extremely concerned about the competitive aspects on area businesses as a result of the proposed acquisition of the Southern Pacific Lines (SP) by the Union Pacific Railroad (UP). While I am familiar with the proposed agreement between UP and the Burlington Northern-Santa Fe (BNSF), intended to remedy those effects, I am not persuaded that this arrangement will produce effective competition for rail traffic in the Mid-South region of the United States. This is of concern to my community.

I also have reviewed Conrail's proposal to acquire a significant portion of the SP's eastern lines in connection with the merger, especially the lines running from Chicago and St. Louis to Arkansas, Texas, and Louisiana. I find this proposal to be more appropriate and far more effective in addressing the above stated concerns. The Conrail proposal calls for ownership of the lines, whereas the UP-BNSF agreement mainly involves the granting of trackage right. I believe that trackage rights provide only limited benefits and limited guarantees which can be easily lost if railroads disagree over whose traffic has priority and who is in charge of operations of the line. Further, I believe an owning railroad is in a far better position than a renter to encourage economic development activities on its lines.

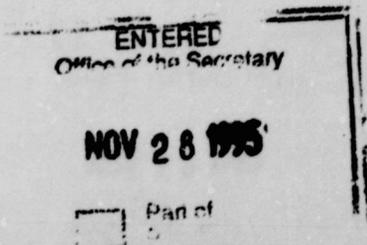
Another reason I favor Conrail's proposal is that it would provide efficient service for rail customers in our area for movement of goods and raw materials to and from the Mid-South and Texas Gulf. Conrail's proposed one-line service to these markets would be the fastest, most direct and involve the fewest car handlings.

I am extremely concerned about the recent railroad merger trend in the United States. This trend seems to be leading our nation toward a few giant railroads. Clearly, mega-railroads will further limit competition and reduce productivity.

For all of the reasons above, I am actively opposing the UP-SP merger at the ICC unless it is conditioned upon acceptance of Conrail's proposal.

Sincerely,

Robert F. Utz
Mayor
Crossroads of Opportunity



Mayor
Robert F. Utz
Public Affairs

Commissioners
Charles H. Woodard
Accounts &
Finances

Doug Althoff
Public Health
& Safety

Robert Dirks
Streets & Public
Improvements

Douglas A. Pike
Public Property

STB

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11-27-95

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Item No. _____

Page Count 1

NOV 18 1995 There is Strength

LATIN CHAMBER OF COMMERCE

November 20, 1995

BOARD OF DIRECTORS OFFICERS
JUDGE JOHN MENDOZA
 President
Nevada Public Service Commission
DAVID GRIEGO
 Vice President
Nevada Power Co.
JUAN GARCIA
 Secretary/Treasurer
Frontier Hotel & Gambling Hall
ROBERTO LEAL
 Assistant Secretary/Treasurer
Nevada Power Co.

Honorable Vernon A. Williams, Secretary
Interstate Commerce Commission
Twelve Street / Constitution Avenue, N. W. Room 2215
Washington, D.C. 20423



Reference: Finance Docket No. 32760 Union Pacific Corp. et. al.
- Control & Merger - Southern Pacific Rail Corp., et. al.

DIRECTORS
ALEJANDRO ALVAREZ
Alef Inc.
DANIEL AYALA
A.T.M. Concrete
ANDRAS BABERO
Attorney at Law
YSIDRO BARRON
Architect
DOMINGO CAMBEIRO
Architect
ANN CASADOS-MUELLER
Desert Research Institute
MARIA CASTILLO-COUCH
City of Las Vegas
JAVID CHAIREZ
Office of U.S. Senator Richard Bryan
SENATOR BOB COFFIN
Coffin Insurance
PETE DOMINGUEZ
Nevada Landing Hotel & Casino
OPHELIA GOMEZ
Nevada Associates of Realtors
AUGUSTINE GURROLA
Lockheed Engineering and Science
LILIAM HICKEY
Genesis International Dev
SARA LOPEZ-RAMOS
Price Costco
CESAR MARTINEZ
Mass Mutual Life
GILBERT MONTOYA
Sprint Central Telephone-NV
FERNANDO ROMERO
The Mirage
MARGIE ROSADO
Sprint Central Telephone-NV
RAY VEGA
Vega Enterprises
VALC. IIE VEGA
Judge, Municipal Court
RAFAEL VILLANUEVA
KLAS TV - Channel 8

Dear Secretary Williams:

The Latin Chamber of Commerce is happy to endorse the proposed merger of one of its members, the Union Pacific Railroad, with the Southern Pacific Railroad.

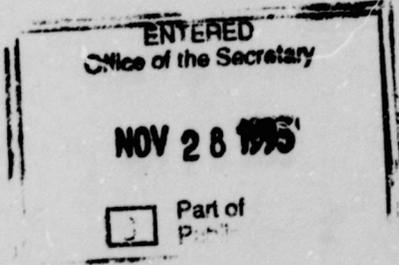
Our Officers and Board of Directors acknowledge the significant of Union Pacific in the Silver State, and in particular Southern Nevada. This merger will help with the tremendous task that this Chamber and other economic development organizations are involved at the present time in diversifying the state economy, and catering to the tremendous growth of the State for the last few years. Rail service, and in particular Union Pacific, has become an essential component of this growth and of our success in bringing new developments and firms into Southern Nevada.

Also by allowing this merger Union Pacific will be in a much better position of evenly compete with the BN-Santa Fe Railroad, to the benefit of Nevada businesses and hotel properties.

Again, we totally support this merger.

Sincerely,


Otto Merida
 Executive Director



OTTO MERIDA
 Executive Director

829 South 6th Street, Suite 3 • Las Vegas, Nevada 89101

Phone (702) 385-7367 • Fax (702) 385-2614

Mailing Address: P. O. Box 7500 • Las Vegas, Nevada 89125-2534

STANDING COMMITTEES: Career Day • Educational • Employment • Events • Hispanic Contractors • Legislative • Membership • Tourism
AD-HOC COMMITTEES: Audit • Awards • Budget • By-laws • Census • Nomination